

PROASSURANCE CORP
Form 4
July 10, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CROWE A DERRILL MD

(Last) (First) (Middle)

C/O PROASSURANCE CORPORATION, 100 BROOKWOOD PLACE

(Street)

BIRMINGHAM, AL 35209-6811

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PROASSURANCE CORP [PRA]

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 263,969 | D | |
| Common Stock | | | | | 20 | I | Spouse as custodian for minor child |
| Common Stock | | | | | 477,801 | I | IRA held at Sterne Agee & Leach |
| Common Stock | | | | | 77,017 | I | IRA held at Sterne Agee & |

| | | | | | | | | | |
|--------------|------------|--|---|-------|---|-----------------------|--------|--|---|
| Common Stock | | | | | | 11,742 ⁽¹⁾ | I | Leach ProAssurance Group Savings and Retirement Plan [401(k)] | |
| Common Stock | | | | | | 1,285 | I | Spouse | |
| Common Stock | | | | | | 1,162,791 | I | Crowe Family Partners, Ltd. | |
| Common Stock | 05/29/2008 | | S | 2,701 | D | \$ 50.14 | 44,304 | I | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 05/29/2008 | | S | 2,701 | D | \$ 49.99 | 47,005 | I | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 05/29/2008 | | S | 2,701 | D | \$ 49.96 | 49,706 | I | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 05/29/2008 | | S | 2,701 | D | \$ 49.93 | 52,407 | I | Trusts for the benefit of the reporting person's minor children |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

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of (D)
(Instr. 3,
4, and 5)

| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|----------|--|--|------|---|-----|-----|---------------------------|-----------------|--------------|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 51.48 | | | | | | | 09/10/2007 ⁽²⁾ | 09/10/2017 | Common Stock | 25,000 |
| Employee Stock Option (Right to Buy) | \$ 51.38 | | | | | | | 09/11/2006 ⁽³⁾ | 09/11/2016 | Common Stock | 25,000 |
| Employee Stock Option (Right to Buy) | \$ 41.15 | | | | | | | 09/10/2005 ⁽⁴⁾ | 09/10/2015 | Common Stock | 50,000 |
| Employee Stock Option (Right to Buy) | \$ 33.28 | | | | | | | 09/10/2004 ⁽⁵⁾ | 09/10/2014 | Common Stock | 10,000 |
| Employee Stock Option (Right to Buy) | \$ 22 | | | | | | | 09/04/2003 ⁽⁶⁾ | 03/04/2013 | Common Stock | 10,000 |
| Employee Stock Option (Right to Buy) | \$ 16.8 | | | | | | | 07/15/2002 ⁽⁷⁾ | 01/15/2012 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| CROWE A DERRILL MD C/O PROASSURANCE CORPORATION 100 BROOKWOOD PLACE BIRMINGHAM, AL 35209-6811 | X | | Chairman | |

Signatures

Frank B. O'Neil as POA for A. Derrill Crowe,
M.D.

07/10/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

These shares are exempt under Rule 16b-3. Bonus shares awarded to the reporting person under the terms of the ProAssurance 2004

- (1) Equity Incentive Plan by the Compensation Committee of the Board of Directors. The Compensation Committee is comprised solely of independent, non-employee directors.
- (2) The options vest in five equal, yearly installments commencing on September 10, 2007
- (3) The options vest in five equal, yearly installments commencing on September 11, 2006
- (4) The options vest in five equal, yearly installments commencing on September 10, 2005
- (5) The options vest in five equal, yearly installments commencing on September 10, 2004
- (6) The options vest in five equal, yearly installments commencing on September 4, 2003
- (7) The options vest in five equal, yearly installments commencing on July 15, 2002

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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