PROTECTIVE LIFE CORP
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PROSPECTUS SUPPLEMENT
(To prospectus dated January 12, 2005)

PROTECTIVE LIFE CORPORATION
$150,000,000
6.40% Senior Notes due January 15, 2018

The senior notes will bear interest at the rate of 6.40% per year. Interest on the senior notes is payable semi-annually in arrears on January 15 and July 15 of each year, beginning July 15, 2008, and on the maturity date. The senior notes will mature on January 15, 2018. We may redeem the senior notes at any time prior to maturity, in whole or in part, at the redemption price described in this prospectus supplement. See "Description of the Senior Notes Optional Redemption of the Senior Notes" in this prospectus supplement.

The senior notes are unsecured and will rank equally with all of our other unsecured senior indebtedness. The senior notes will be issued only in registered form in minimum denominations of 1,000 and in integral multiples of $1,000 thereafter.

Investing in the senior notes involve risks. Consider carefully the risk factors beginning on page S-5 of this prospectus supplement, beginning on page 5 of the accompanying base prospectus, as well as those noted in our Form 10-K for the year ended December 31, 2006 and Exhibit 99 to our Form 10-Q for the quarter ended September 30, 2007, which are incorporated herein by reference, and which may be amended, supplemented or superseded from time to time by other reports that we file with the Securities and Exchange Commission in the future.

	Per Senior Note	Total
Price to investors(1)	99.945%	$149,917,500
Underwriting discount	0.650%	$975,000
Proceeds, before expenses, to Protective	99.295%	$148,942,500

(1) Plus accrued interest from December 11, 2007 if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved these securities or determined that this prospectus supplement or the accompanying base prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

The senior notes will be ready for delivery in book-entry form only through The Depository Trust Company on or about December 11, 2007.

Joint Book-running Managers

Merrill Lynch & Co.

Lehman Brothers

Senior Co-Manager

Protective Securities
A division of ProEquities, Inc.

The date of this prospectus supplement is December 4, 2007.

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FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying base prospectus and the information incorporated in such documents by reference include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act") that reflect Protective's current view with respect to future events and financial performance. These forward-looking statements are subject to certain risks and uncertainties, including those identified in "Risk Factors" beginning on page S-5 of this prospectus supplement and page 5 of the accompanying base prospectus, as well as those noted in the documents incorporated by reference, which could cause actual results to differ materially from historical results or those anticipated. Forward-looking statements can be identified by use of words such as "expect," "estimate," "project," "budget," "forecast," "anticipated," "plan," and similar expressions. You should not place undue reliance on these forward-looking statements, which speak only as of their dates. Protective undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events, or changes to projections over time.

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of senior notes and also adds to and updates information contained in the accompanying base prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying base prospectus. The second part, the accompanying base prospectus, gives more general information, some of which may not apply to this offering. If the description of the offering varies between this prospectus supplement and the accompanying base prospectus, the information contained in this prospectus supplement prevails.

You should rely only on the information contained or incorporated by reference in this prospectus supplement or the accompanying base prospectus. No one has been authorized to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell the senior notes in any jurisdiction where the offer to sell the senior notes is not permitted. You should assume that the information appearing in this prospectus supplement and the accompanying base prospectus, as well as information we previously filed with the Securities and Exchange Commission (the "SEC") and incorporated by reference, is accurate as of the date on the front cover of those documents only. Our business, financial condition, results of operations and prospects may have changed since that date. In this prospectus supplement and the accompanying base prospectus, "Protective", "the Company", "we", "us" and "our" refer to Protective Life Corporation and "Protective Life" refers to our principal operating subsidiary, Protective Life Insurance Company.

SUMMARY OF THE OFFER

The following summary is qualified in its entirety by reference to the detailed information appearing elsewhere in this prospectus supplement and in the accompanying base prospectus.

THE COMPANY

Protective is a holding company, whose subsidiaries provide financial services through the production, distribution and administration of insurance and investment products. Protective and its consolidated subsidiaries had revenues of approximately $2.7 billion for the year ended December 31, 2006 and approximately $2.3 billion for the nine-month period ended September 30, 2007. As of September 30, 2007, Protective and its consolidated subsidiaries had assets of approximately $41.5 billion. Our principal executive offices are located at 2801 Highway 280 South, Birmingham, Alabama 35223, and our telephone number is (205) 268-1000.

THE SENIOR NOTES OFFERING

Senior Notes Offered	We are offering $150,000,000 aggregate principal amount of senior notes which will bear interest at a per annum rate of 6.40%. Interest on the senior notes will be payable semi-annually in arrears on January 15 and July 15 of each year, beginning on July 15, 2008, and on the maturity date.
Date of Maturity	The senior notes will mature on January 15, 2018.
Record Date	We will make payments on the senior notes to the holder of record on the 1st calendar day of the month preceding each January 15 and July 15. However, interest that we pay on the maturity date will be payable to the person to whom the principal will be payable.
Optional Redemption	We may redeem the senior notes in whole or in part at any time at the redemption price described in the section in this prospectus supplement entitled "Description of Senior Notes Optional Redemption of Senior Notes."
Ranking	The senior notes are our unsecured obligations and will rank equally with all of our other unsecured senior indebtedness from time to time outstanding.
Covenants	The Senior Indenture under which the senior notes will be issued contains covenants that impose conditions on our ability to create liens on any capital stock of our Restricted Subsidiaries (as defined under "Description of the Senior Notes" in this prospectus supplement) or engage in sales of the capital stock of our Restricted Subsidiaries.
Listing	The senior notes will not be listed on any national securities exchange.
Use of Proceeds	We estimate that the net proceeds of the offering will be approximately $148,742,500 after expenses, including the underwriting discount. We intend to use approximately $98 million of the proceeds from the offering of the senior notes to repay outstanding bank indebtedness. Any portion of the proceeds retained by us will be used for general corporate purposes including the infusion of capital in our operating subsidiaries. See "Use of Proceeds" in this prospectus supplement.
Risk Factors	You should carefully consider all information set forth and incorporated by reference in this prospectus supplement and the accompanying base prospectus and, in particular, should carefully read the section entitled "Risk Factors" in this prospectus supplement before purchasing any of the senior notes.

RISK FACTORS

Investing in the senior notes involves risks. You should carefully consider risks described below, as well as the risks, uncertainties and assumptions discussed under the caption "Risk Factors" included in the accompanying base prospectus, our Form 10-K for the year ended December 31, 2006 and Exhibit 99 to our Form 10-Q for the quarter ended September 30, 2007, which are incorporated herein by reference, and which may be amended, supplemented or superseded from time to time by other reports we file with the SEC in the future. You should also note, however, that the business, financial condition, results of operations and prospectus of Protective may have changed since the respective dates of those reports. In consultation with your own financial and legal advisors, you should carefully consider the information contained in or incorporated by reference in this prospectus supplement and the accompanying base prospectus, and pay special attention to the following discussion of risks before deciding whether an investment in the senior notes is suitable for you.

Our ability to pay principal and interest on the senior notes is limited.

Protective's ability to pay principal and interest on the senior notes is affected by the ability of its insurance company subsidiaries, Protective's principal sources of cash flow, to declare and distribute dividends and to make payments on surplus notes. Surplus notes are deeply subordinated intercompany notes owed by insurance company subsidiaries to Protective that are treated as equity capital of such insurance company subsidiaries for statutory accounting purposes. These payments may be limited by insurance regulatory restrictions and, in the case of payments on surplus notes, by certain financial covenants. Protective's cash flow is also dependent on revenues from investment, data processing, legal and management services rendered to its subsidiaries. Insurance company subsidiaries of Protective are subject to various state statutory and regulatory restrictions, applicable to insurance companies generally, that limit the amount of cash dividends, loans and advances that those subsidiaries may pay to Protective. Under Tennessee insurance laws, Protective's principal operating subsidiary, Protective Life generally may pay dividends to Protective only out of its unassigned surplus as reflected in its statutory financial statements filed in that state. In addition, the Tennessee Commissioner of Insurance must approve, or not disapprove within 30 days of notice, payment of an "extraordinary dividend" from Protective Life. Under Tennessee insurance laws, the term "extraordinary dividend" generally refers to a dividend that together with all dividends paid by Protective Life within the previous 12 months, exceeds the greater of:

- 10% of Protective Life's surplus as regards policyholders at the preceding December 31; or
- the net gain from operations of Protective Life for the 12 months ended on such December 31.

No assurance can be given that more stringent restrictions will not be adopted from time to time by states in which Protective's insurance subsidiaries are domiciled, which could have the effect, under certain circumstances, of significantly reducing dividends or other amounts payable to Protective by such subsidiaries without affirmative prior approval by state insurance regulatory authorities.

In the event of the insolvency, liquidation, reorganization, dissolution or other winding-up of an insurance subsidiary of Protective, all creditors of such subsidiary, including holders of life and health insurance policies, would be entitled to payment in full out of the assets of such subsidiary before Protective, as shareholder or holder of surplus notes, would be entitled to any payment. Creditors would have to be paid in full before the creditors of Protective, including holders of the senior notes, would be entitled to receive any payment from the assets of such subsidiary.

The senior notes do not restrict our ability to incur additional debt, repurchase our securities or to take other actions that could negatively impact holders of the senior notes.

We are not restricted under the terms of the senior notes from incurring additional debt or repurchasing our securities. In addition, the limited covenants applicable to the senior notes do not require us to achieve or maintain any minimum financial results relating to our financial position or results of operations. Our ability to recapitalize, incur additional debt and take a number of other actions that are not limited by the terms of the senior notes could have the effect of diminishing our ability to make payments on the senior notes when due.

You cannot be sure that an active trading market will develop for the senior notes.

The senior notes are a new issue of securities with no established trading market, and we do not intend to list the senior notes on any securities exchange. We have been informed by the underwriters that they intend to make a market in the senior notes after the offering is completed. However, the underwriters may cease their market-making at any time. In addition, the liquidity of the trading market in the senior notes, and the market price quoted for the senior notes, may be adversely affected by changes in the overall market for fixed income securities and by changes in our financial performance or prospects or in the prospects for companies in our industry generally. In addition, such market-making activity will be subject to limits imposed by the Securities Act and the Exchange Act. As a result, you cannot be sure that an active trading market will develop for the senior notes. If no active trading market develops, you may not be able to resell your senior notes at their fair market value or at all.

RECENT DEVELOPMENTS

The Company from time to time enters into other financing transactions either as issuer or through its subsidiaries. The Company's principal operating subsidiary is considering a transaction whereby it will securitize approximately $1 billion of commercial real estate mortgage loans in December 2007. Pursuant to the proposed transaction, Protective Life will transfer the mortgage loans to Protective Finance Corporation ("Protective Finance"), a subsidiary of Protective Life. Protective Finance will transfer the mortgage loans to a trust fund in exchange for approximately $1 billion of pass-through certificates representing interests in the mortgage loans. A portion of the certificates (currently estimated to be 15%-35%) will be sold to one or more third-party purchasers, and the remainder will be retained by Protective Life or one of its affiliates. Protective Life may or may not consummate the above-referenced transaction on the terms, or within the timeframe, described above.

USE OF PROCEEDS

Protective expects to receive approximately $148,742,500 in net proceeds from the sale of the senior notes, after deducting the underwriting discount and commission and the estimated offering expenses of $200,000. Protective intends to use approximately $98 million of the proceeds to repay its current outstanding bank indebtedness. As of September 30, 2007, the weighted average interest rate on such bank indebtedness was 5.55%. This indebtedness is outstanding under a revolving credit facility that is scheduled to terminate on July 30, 2009. The proceeds remaining after repayment of such indebtedness will be used by Protective for general corporate purposes including capital infusions to its operating subsidiaries.

CAPITALIZATION

The following table sets forth the unaudited summary capitalization of Protective and its consolidated subsidiaries at September 30, 2007, and as adjusted to give effect to the consummation of the offering of the senior notes and the planned use of proceeds. See "Use of Proceeds." The table below should be read together with the detailed information and financial statements appearing in the documents incorporated by reference in this prospectus supplement and the accompanying base prospectus.

	As of September 30, 2007		
	Actual	**Adjustments(1)**	**As Adjusted**
	(dollars in thousands)		
Long-Term Debt			
Notes payable to banks	$ 73,000	$ 73,000(1)	$
7.45% Medium Term Notes due August 1, 2011	9,852		9,852
4.30% Senior Notes due June 1, 2013	250,000		250,000
4.875% Senior Notes due November 1, 2014	150,000		150,000
% Senior Notes due January 15, 2018		150,000(1)	150,000(1)
Total long-term debt	482,852		559,852
Guaranteed Preferred Beneficial Interests in Company's Subordinated Debt Securities	524,743		524,743
Non-recourse funding obligations	1,175,000(2)		1,175,000
Share-owners' equity			
Preferred Stock ($1 par value shares authorized: 3,600,000; issued: none)			
Common equity ($.50 par value, shares authorized: 160,000,000; issued and outstanding as of September 30, 2007: 70,147,926)	2,405,623		2,405,623
Total share-owners' equity	2,405,623		2,405,623
Total capitalization	$ 3,413,218		$ 3,490,218

(1) Adjustments to give effect to the sale of the 6.40% senior notes due January 15, 2018 and the use of proceeds described in this prospectus supplement under "Use of Proceeds". Bank indebtedness as of September 30, 2007 was approximately $73 million. Our bank indebtedness was approximately $98 million as of November 30, 2007.

(2) The non-recourse funding obligations are direct financial obligations of an indirect subsidiary of Protective and are not guaranteed by Protective or Protective Life. The non-recourse funding obligations are represented by surplus notes and were issued to fund statutory reserves required by the NAIC Valuation of Life Insurance Policies Model Regulation (Regulation XXX) and Actuarial Guideline 38, as revised.

SELECTED CONSOLIDATED FINANCIAL DATA OF PROTECTIVE

The selected consolidated financial data of Protective and its subsidiaries at and for each of the years ended on December 31, 2006, 2005, 2004, 2003 and 2002 are derived from our audited financial statements for those years, and the selected consolidated financial data at and for the nine months ended September 30, 2007 and 2006 are derived from our unaudited financial statements for those periods. The following data should be read in conjunction with the financial statements and the related notes thereto incorporated by reference in this prospectus supplement and the accompanying base prospectus.

	Ended September 30,		Year Ended December 31,				
	2007	2006	2006	2005	2004	2003	2002
	($ in thousands, except per share amounts)						
INCOME STATEMENT DATA							
Premiums and policy fees	$ 2,024,682	$ 1,651,362	$ 2,317,337	$ 1,955,780	$ 1,821,094	$ 1,667,725	$ 1,561,717
Reinsurance ceded	(1,162,641)	(960,127)	(1,371,215)	(1,226,857)	(1,125,646)	(934,435)	(751,396)
Net of reinsurance ceded	862,041	691,235	946,122	728,923	695,448	733,290	810,321
Net investment income	1,254,910	1,010,545	1,419,778	1,180,502	1,084,217	1,030,752	1,022,953
Realized investment gains (losses)							
Derivative financial instruments	36,523	(46,764)	(21,516)	(30,881)	19,591	12,550	28,308
All other investments	(10,201)	98,461	104,084	49,393	28,305	58,064	910
Other income	183,118	164,490	230,665	181,267	161,014	122,869	100,196
Total revenues	2,326,391	1,917,967	2,679,133	2,109,204	1,988,575	1,957,525	1,962,688
Benefits and expenses	1,984,205	1,616,726	2,247,225	1,732,191	1,603,374	1,632,113	1,697,645
Income tax expense	113,506	104,862	150,347	130,446	134,820	108,362	87,688
Income (loss) from discontinued operations							
Change in accounting principle[1]					(15,801)		
Net income	$ 228,680	$ 196,379	$ 281,561	$ 246,567	$ 234,580	$ 217,050	$ 177,355
PER SHARE DATA							
Net income from continuing operations basic[2]	$ 3.20	$ 2.77	$ 3.98	$ 3.49	$ 3.56	$ 3.10	$ 2.54
Net income basic	3.20	2.77	3.98	3.49	3.34	3.10	2.54
Average shares outstanding basic	71,055,969	70,789,982	70,795,453	70,562,186	70,299,470	70,033,288	69,923,955
Net income from continuing operations diluted[2]	3.20	2.75	3.94	3.46	3.52	3.07	2.52
Net income diluted	3.20	2.75	3.94	3.46	3.30	3.07	2.52
Average shares outstanding diluted	71,481,471	71,431,304	71,390,513	71,350,541	71,064,539	70,644,642	70,462,797
Cash dividends	0.665	0.625	0.84	0.76	0.685	0.63	0.59
Share-owners' equity	34.29	32.49	33.06	31.33	31.19	29.02	25.06
BALANCE SHEET DATA							
Total assets	$ 41,461,169	$ 38,805,973	$ 39,795,294	$ 28,966,993	$ 27,211,378	$ 24,517,615	$ 21,893,403
Debt	482,852	471,132	479,132	482,532	451,433	461,329	406,110
Subordinated Debentures	524,743	524,743	524,743	324,743	324,743	221,650	215,000
	1,175,000	250,000	425,000	125,000			

	Ended September 30,		Year Ended December 31,				
Non-recourse funding obligations							
Total stable value contract and annuity account balances	13,871,722	14,458,711	14,471,553	9,445,726	9,026,474	8,157,108	7,716,047
Liabilities related to variable interest entities	400,000	435,756	420,395	448,093	482,434	400,000	
Share-owners' equity	2,405,623	2,271,889	2,313,075	2,183,660	2,166,327	2,002,144	1,720,702

(1) Cumulative effect of change in accounting principle, net of income tax amount in 2004 relates to Statement of Position 03-1.

(2) Net income excluding change in accounting and income (loss) from discontinued operations.

Certain reclassifications have been made in the previously reported financial information to make the prior period amounts comparable to those of the current period. Such reclassifications had no effect on previously reported net income or share-owners' equity.

Ratios of Earnings to Fixed Charges

Our ratios of consolidated earnings to fixed charges and consolidated earnings to fixed charges before interest credited on investment products for each of the five fiscal years ended December 31, 2006 and the nine months ended September 30, 2007, are as follows:

	Nine Months Ended September 30, 2007	Year Ended December 31,				
		2006	2005	2004	2003	2002
Ratio of Consolidated Earnings to Fixed Charges[(1)]	1.4	1.4	1.5	1.5	1.5	1.3
Ratio of Consolidated Earnings to Fixed Charges Before Interest Credited on Investment Products[(2)]	4.8	6.8	7.4	8.3	8.0	7.0

(1) Protective calculates the ratio of "Consolidated Earnings to Fixed Charges" by dividing the sum of income from continuing operations before income tax ("BT"), interest expense (which includes an estimate of the interest component of operating lease expense and interest on non-recourse funding obligations) ("I") and interest credited on investment products ("IP") by the sum of interest expense ("I") and interest credited on investment products ("IP"). The formula for this ratio is: (BT+I+IP)/(I+IP). Protective continues to sell investment products that credit interest to the contractholder. Investment products include products such as guaranteed investment contracts, annuities, and variable universal life insurance policies. The inclusion of interest credited on investment products results in a negative impact on the ratio of earnings to fixed charges because the effect of increases in interest credited to contractholders more than offsets the effect of the increases in earnings.

(2) Protective calculates the ratio of "Consolidated Earnings to Fixed Charges Before Interest Credited on Investment Products" by dividing the sum of income from continuing operations before income t ax ("BT") and interest expense ("I") by interest expense ("I"). The formula for this calculation, therefore, would be: (BT+I)/I.

DESCRIPTION OF THE SENIOR NOTES

Set forth below is a description of the specific terms of the senior notes. This description supplements, and should be read together with, the description of the general terms and provisions of the securities set forth in the accompanying base prospectus under the caption "Description of Debt Securities of Protective." The following description does not purport to be complete and is subject to, and is qualified in its entirety by reference to, the description in the accompanying base prospectus and the indenture dated as of June 1, 1994 as supplemented by Supplemental Indenture No. 11 in respect of the senior notes, which we refer to as the "Senior Indenture", between Protective and The Bank of New York Trust Company, N.A., as trustee (as successor to The Bank of New York), which we refer to as the "Senior Trustee", pursuant to which the senior notes will be issued.

General

The senior notes will be issued as a series of senior debt securities under the Senior Indenture and will be limited in aggregate principal amount to $150,000,000. The senior notes are available for purchase in minimum denominations of $1,000 and integral multiples of $1,000 thereafter in United States dollars. Payments of principal of, and interest on, the senior notes will be made in United States Dollars. The provisions of Article 4 of the Senior Indenture relating to defeasance, which are described in the accompanying base prospectus, will apply to the senior notes.

The senior notes are unsecured and will rank equally with all of our other unsecured senior indebtedness.

After this offering and giving effect to the use of proceeds, we will have approximately $559,852 million of unsecured senior indebtedness including the senior notes.

The Senior Trustee is the paying agent at its offices in New York, New York. Protective may at any time designate additional paying agents or rescind the designations or approve a change in the offices where they act.

Maturity

The entire principal amount of the senior notes will mature and become due and payable, together with any accrued and unpaid interest thereon, on January 15, 2018. The senior notes are not subject to any sinking fund provision.

Interest

Each senior note will bear interest of 6.40% per year from the date of original issuance. We will pay interest semi-annually in arrears on January 15 and July 15 of each year, each of which we refer to as an interest payment date, beginning on July 15, 2008, and on the maturity date. In the event an interest payment date falls on a day that is not a business day, we will postpone the interest payment to the next succeeding business day and no interest will accrue for the period from and after such interest payment date. Interest on the senior notes will be computed on the basis of a 360-day year of 30-day months.

If the maturity date of the senior notes falls on a day that is not a business day, we will pay principal and interest on the next succeeding business day, but we will consider that payment as being made on the date that the payment was due to you. Accordingly, no interest will accrue on the payment for the period from and after the maturity date to the date we make the payment to you (the next succeeding business day).

The interest payable by us on a senior note on any interest payment date and on the maturity date, subject to certain exceptions, will be paid to the person in whose name such senior note is registered at the close of business on the 1st calendar day of the month preceding such interest payment date, whether or not a business day. However, interest that we pay on the maturity date will be payable to the person to whom the principal will be payable.

As used in this prospectus supplement, "business day" means any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which commercial banks are authorized or required by law, regulation or executive order to close in The City of New York.

Additional Issuance

We may, from time to time, without the consent of holders of any outstanding senior notes, reopen this issue of senior notes and issue additional senior notes with the same maturity, interest rate, ranking and other terms of the senior notes being offered pursuant to this prospectus supplement (except for the issue date and public offering price). If we issue such additional senior notes, those additional senior notes will, upon issuance and sale, constitute a single series of notes with the senior notes already offered hereby.

Optional Redemption of the Senior Notes

The senior notes may be redeemed in whole or in part at any time, at our sole option, at a redemption price equal to the greater of:

- 100% of the principal amount of the senior notes to be redeemed, and

- the sum of the present values of the remaining scheduled payments of principal and interest on the senior notes to be redeemed (not including any portion of such payments of interest accrued to the date of redemption) discounted to the date of redemption on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the applicable treasury rate as calculated by the calculation agent, plus 20 basis points;

plus, in either case,

- accrued and unpaid interest on the principal amount being redeemed to the redemption date.

"treasury rate" means, with respect to any redemption date:

- the yield, under the heading that represents the average for the immediately preceding week, appearing in the most recently published statistical release designated "H.15(519)" or any successor publication that is published weekly by the Board of Governors of the Federal Reserve System and that establishes yields on actively traded U.S. Treasury securities adjusted to constant maturity under the caption "Treasury Constant Maturities," of the maturity corresponding to the comparable treasury issue (if no maturity is within three months before or after the remaining life (as defined below), yields for the two published maturities most closely corresponding to the comparable treasury issue will be determined and the treasury rate will be interpolated or extrapolated from such yields on a straight line basis, rounding to the nearest month); or

- if such release (or any successor release) is not published during the week preceding the calculation date or does not contain such yields, the rate per annum equal to the semiannual equivalent yield to maturity of the comparable treasury issue, calculated using a price for the comparable treasury issue (expressed as a percentage of its principal amount) equal to the comparable treasury price for such redemption date.

The treasury rate will be calculated on the third business day preceding the redemption date.

"calculation agent" means one of the reference treasury dealers (as defined below) appointed by the Senior Trustee after consultation with us, or if that firm is unwilling or unable to select the comparable treasury issue, an investment banking institution of national standing appointed by the Senior Trustee after consultation with us.

"comparable treasury issue" means the U.S. Treasury security selected by the calculation agent as having a maturity comparable to the remaining term ("remaining life") of the senior notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such senior notes.

"comparable treasury price" means (1) the average of five reference treasury dealer quotations for such redemption date, after excluding the highest and lowest reference treasury dealer quotations, or (2) if the calculation agent obtains fewer than five such reference treasury dealer quotations, the average of all such quotations.

"reference treasury dealer" means each of Merrill Lynch, Pierce, Fenner & Smith Incorporated and Lehman Brothers Inc., and their respective successors; provided that, if any of the foregoing ceases to be a primary U.S. Government securities dealer in New York City (a "Primary Treasury Dealer"), we will substitute another Primary Treasury Dealer.

"reference treasury dealer quotations" means, with respect to each reference treasury dealer and any redemption date, the average, as determined by the calculation agent, of the bid and asked prices for the comparable treasury issue (expressed in each case as a percentage of its principal amount) quoted in writing to the calculation agent at 5:00 p.m., New York City time, on the third business day preceding such redemption date.

We will mail a notice of redemption to each holder of senior notes to be redeemed by first-class mail at least 30 and not more than 60 days prior to the date fixed for redemption. Unless we default on payment of the redemption price, interest will cease to accrue on the senior notes or portions thereof called for redemption on the applicable redemption date. If fewer than all of the senior notes are to be redeemed, the Senior Trustee will select, not more than 60 days prior to the redemption date, the particular senior notes or portions thereof for redemption from the outstanding senior notes not previously called by such method as the Senior Trustee deems fair and reasonable.

Certain Restrictive Provisions

The Senior Indenture does not contain any provisions that will restrict Protective from incurring, assuming or becoming liable with respect to any indebtedness or other obligations, whether secured or unsecured, or from paying dividends or making other distributions on its capital stock or purchasing or redeeming its capital stock. The Senior Indenture does not contain any financial ratios or specified levels of net worth or liquidity to which Protective must adhere. In addition, the Senior Indenture does not contain any provision that would require that Protective repurchase or redeem or otherwise modify the terms of any of the senior notes upon a change in control or other events involving Protective which may adversely affect the creditworthiness of the senior notes.

The Senior Indenture contains, among others, the following covenants:

Limitations on Sales of Capital Stock of Restricted Subsidiaries. Protective is restricted from disposing of in any way any shares of capital stock of a Restricted Subsidiary (other than directors' qualifying shares or dispositions to a subsidiary), and subsidiaries are restricted from disposing of in any way any shares of capital stock of any other Restricted Subsidiary (other than for directors' qualifying shares or dispositions to Protective or to a subsidiary), except for the disposition of the entire capital stock of such Restricted Subsidiary owned directly or indirectly by Protective for a consideration which, in the opinion of its Board of Directors, is at least equal to the fair value thereof.

The term "Restricted Subsidiary" means any subsidiary of Protective with assets greater than or equal to 20% of all assets of Protective and its subsidiaries, computed and consolidated in accordance with generally accepted accounting principles. On the date hereof, only Protective Life Insurance Company and West Coast Life Insurance Company are Restricted Subsidiaries.

Protective is not required pursuant to the Senior Indenture to repurchase the senior notes, in whole or in part, with the proceeds of any sale, transfer or other disposition of any shares of capital stock of any Restricted Subsidiary (or of any subsidiary having any direct or indirect control of any Restricted Subsidiary). Further, the Senior Indenture does not provide for any restrictions on Protective's use of such proceeds.

Limitations on Liens on Restricted Subsidiaries' Capital Stock. Protective will not, and will not permit any Restricted Subsidiary, at any time directly or indirectly to, create, assume, incur or suffer to exist any indebtedness secured by a pledge, lien or other encumbrance on the capital stock of any Restricted Subsidiary without making effective provision for securing the senior notes then outstanding (and if Protective so elects, any other indebtedness ranking on a parity with the senior notes) equally and ratably with such secured indebtedness as to such property for so long as such indebtedness will be so secured; *provided, however,* that this covenant will not be applicable to liens (as defined in the Senior Indenture relating to the senior notes) (i) on the shares of stock of a subsidiary of a Person that is merged with or into Protective or a Subsidiary securing debt of such Person, which debt was outstanding prior to such merger, but only if such pledge and debt were not incurred in anticipation of such merger, (ii) in favor of Protective securing debt of a Restricted Subsidiary owed to Protective, (iii) for taxes or assessments or governmental charges or levies not then due and delinquent or the validity of which are being contested in good faith or which are less than $15,000,000, or (iv) created by or resulting from any litigation or legal proceeding being contested in good faith or which are less than $15,000,000. The Senior Indenture does not restrict Protective's subsidiaries from issuing secured or unsecured indebtedness, or from granting security interests in assets other than capital stock in Restricted Subsidiaries. Therefore, indebtedness issued by Restricted Subsidiaries and indebtedness issued by Protective secured by assets other than capital stock of Restricted Subsidiaries may be paid ahead of the senior notes in the event of insolvency of Protective or its subsidiaries.

Events of Default

The Senior Indenture relating to the senior notes modifies the events of default described in the accompanying base prospectus by defining as one such event of default a default in payment of principal relating to indebtedness of the Company and its consolidated subsidiaries for borrowed money having an aggregate principal amount of $25,000,000 or more, or other default resulting in acceleration of indebtedness of the Company and its consolidated subsidiaries for borrowed money where the aggregate principal amount so accelerated equals or exceeds $25,000,000 and such acceleration is not rescinded or annulled within 30 days after the written notice thereof to the Company by the Senior Trustee or to the Company and the Senior Trustee by the holders of 25% in aggregate principal amount of the senior notes then outstanding; provided that such event of default will be remedied, cured or waived if the default that caused such event of default is remedied, cured or waived.

Book-Entry Only Issuance The Depository Trust Company

Upon issuance, the senior notes will be represented by one or more fully registered global certificates, each of which we refer to as a global security. Each such global security will be deposited with, or on behalf of, DTC and registered in the name of DTC or a nominee thereof. Initial settlement for the senior notes will be made in same day funds. Secondary market trading between DTC participants will occur in the ordinary way in accordance with DTC's rules and will be settled in immediately available funds using DTC's Same-Day Funds Settlement System. No assurance can be given as to the effect, if any, of settlement in immediately available funds on trading activity in the senior notes. Unless and until it is exchanged in whole or in part for senior notes in definitive form, no global security may be transferred except as a whole by DTC to a nominee of DTC or by a nominee of DTC to DTC or another nominee of DTC or by DTC or any such nominee to a successor of DTC or a nominee of such successor.

Beneficial interests in the senior notes will be represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct and indirect participants in DTC.

So long as DTC, or its nominee, is a registered owner of a senior note, DTC or its nominee, as the case may be, will be considered the sole owner or holder of the senior notes represented by such senior note for all purposes under the Senior Indenture. Except as provided below, the actual owners of the senior notes represented by a senior note (the "beneficial owner") will not be entitled to have the senior notes represented by such senior note registered in their names, will not receive or be entitled to receive physical delivery of the senior notes in definitive form and will not be considered the owners or holders thereof under the Senior Indenture.

Accordingly, each person owning a beneficial interest in a senior note must rely on the procedures of DTC and, if such person is not a participant of DTC (a "participant"), on the procedures of the participant through which such person owns its interest, to exercise any rights of a holder under the Senior Indenture. We understand that under existing industry practices, in the event that Protective requests any action of holders of the senior notes or that an owner of a beneficial interest that a holder is entitled to give or take under the Senior Indenture, DTC would authorize the participants holding the relevant beneficial interests to give or take such action, and such participants would authorize beneficial owners owning through such participants to give or take such action or would otherwise act upon the instructions of beneficial owners. Conveyance of notices and other communications by DTC to participants, by participants to indirect participants, as defined below, and by participants and indirect participants to beneficial owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

The following is based on information furnished by DTC:

DTC will act as securities depositary for the senior notes. Offered securities will be issued as fully registered securities registered in the name of Cede & Co. (DTC's partnership nominee). One or more fully registered global securities will be issued for the senior notes in the aggregate principal amount of such issue, and will be deposited with DTC.

DTC is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended. DTC holds securities that its participants deposit with DTC. DTC also facilitates the settlement among participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerized book-entry changes in participants' accounts, thereby eliminating the need for physical movement of securities certificates. Direct participants of DTC ("direct participants") include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations. DTC is owned by a number of its direct participants and by The New York Stock Exchange, Inc., the American Stock Exchange, Inc., and the Financial Industry Regulatory Authority, Inc ("FINRA"). Access to DTC's system is also available to others such as securities brokers and dealers, banks and trust companies that clear through or maintain a custodial relationship with a direct participant, either directly or indirectly ("indirect participants"). The rules applicable to DTC and its participants are on file with the SEC.

Purchases of the senior notes under DTC's system must be made by or through direct participants, which will receive a credit for the senior notes on DTC's records. The ownership interest of each beneficial owner is in turn to be recorded on the records of direct participants and indirect participants. Beneficial owners will not receive written confirmation from DTC of their purchase, but beneficial owners are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the direct participants or indirect participants through which such beneficial owner entered into the transaction. Transfers of ownership interests in the senior notes are to be accomplished by entries made on the books of participants acting on behalf of beneficial owners. Beneficial owners will not receive certificates representing their ownership interests in the senior notes, except in the limited circumstances that may be provided in the Senior Indenture.

To facilitate subsequent transfers, all senior notes deposited with DTC are registered in the name of DTC's partnership nominee, Cede & Co. The deposit of the senior notes with DTC and their registration in the name of Cede & Co. effect no change in beneficial ownership. DTC has no knowledge of the actual beneficial owners of the senior notes. DTC's records reflect only the identity of the direct participants to whose accounts such securities are credited, which may or may not be the beneficial owners. The participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to direct participants, by direct participants to indirect participants, and by direct participants and indirect participants to beneficial owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Neither DTC nor Cede & Co. will consent or vote with respect to the senior notes. Under its usual procedures, DTC mails an Omnibus Proxy to Protective as soon as possible after the applicable record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those direct participants to whose accounts securities are credited on the applicable record date (identified in a listing attached to the Omnibus Proxy).

Payments on the senior notes will be made in immediately available funds to DTC. DTC's practice is to credit direct participants' accounts on the applicable payment date in accordance with their respective holdings shown on DTC's records unless DTC has reason to believe that it will not receive payment on such date. Payments by participants to beneficial owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such participant and not of DTC, the trustee or Protective, subject to any statutory or regulatory requirements as may be in effect from time to time. Any payment due to DTC on behalf of beneficial owners is the responsibility of Protective or the applicable agent, disbursement of such payments to direct participants shall be the responsibility of DTC, and disbursement of such payments to the beneficial owners shall be the responsibility of direct participants and indirect participants.

DTC may discontinue providing its services as securities depositary with respect to the senior notes at any time by giving reasonable notice to Protective or the applicable agent. Under such circumstances, in the event that a successor securities depositary is not obtained, offered security certificates are required to be printed and delivered. Protective may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depositary). In that event, offered security certificates will be printed and delivered.

About the Trustee

The Bank of New York Trust Company, N.A. is the Senior Trustee and will be the principal paying agent and registrar for the senior notes. We have entered, and from time to time may continue to enter, into banking or other relationships with The Bank of New York Trust Company, N.A. or its affiliates.

The Senior Trustee may resign or be removed with respect to one or more series of debt securities under the Senior Indenture and a successor trustee may be appointed to act with respect to such series.

UNDERWRITING

We intend to offer the senior notes through the underwriters. Merrill Lynch, Pierce, Fenner & Smith Incorporated and Lehman Brothers Inc. are acting as representatives of the underwriters named below. Subject to the terms and conditions contained in a purchase agreement between us and the underwriters, we have agreed to sell to the underwriters and the underwriters severally have agreed to purchase from us, the principal amount of the senior notes listed opposite their names below:

Underwriter	Principal Amount