

PROASSURANCE CORP
Form 4
April 13, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)
04/11/2005

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 / Chief Executive Officer

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/11/2005		M	10,000 (1)	\$ 33.28	357,922	D
Common Stock	04/11/2005		M	10,000 (1)	\$ 22	367,922	D
Common Stock	04/11/2005		M	20,000 (1)	\$ 16.8	387,922	D
Common Stock	04/11/2005		M	109,341 (1)	\$ 24.68	497,263	D
Common Stock						499,044	I IRA-Sterne Agee & Leach

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Common Stock	78,866	I	IRA-Morgan Stanley ⁽²⁾
Common Stock	11,742 ⁽³⁾	I	ProAssurance Group Savings and Retirement Plan [401(k)]
Common Stock	1,224	I	Spouse
Common Stock	1,162,791	I	Crowe Family Partners, Ltd.
Common Stock	51,468	I ⁽⁴⁾	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.

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SEC 1474
(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 of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (Right to Buy)	\$ 41.15					09/10/2005 ⁽⁵⁾	09/10/2015	Common Stock	50
Employee Stock Option (Right to Buy)	\$ 33.28	04/11/2005		M	10,000	09/10/2004 ⁽⁶⁾	09/10/2014	Common Stock	10
Employee Stock	\$ 22	04/11/2005		M	10,000	09/04/2003 ⁽⁷⁾	03/04/2013	Common Stock	10

Option (Right to Buy)									
Employee Stock									
Option	\$ 16.8	04/11/2005	M	20,000	07/15/2002 ⁽⁸⁾	01/15/2012	Common Stock		20
Option (Right to Buy)									
Employee Stock									
Option	\$ 24.68	04/11/2005	M	109,341	06/20/2001	12/02/2007	Common Stock		109
Option (Right to Buy)									

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	Chief Executive Officer

Signatures

Howard H. Friedman, Attorney-in-fact for the Reporting Person 04/13/2005

__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).

- (1) Exercise of options on 4/11/2005.
- (2) IRA formerly held at Smith Barney. Account transfer effective 12/13/04
- (3) These shares were allocated prior to August 29, 2002 and were exempt under Rule 16b-3
- (4) Shares given to Trusts FBO the reporting person's minor children
- (5) The options vest in five equal installments commencing on September 10, 2005
- (6) The options vest in five equal installments commencing on September 10, 2004
- (7) The options vest in five equal installments commencing on September 4, 2003
- (8) The options vest in five equal installments commencing on July 15, 2002

On June 27, 2001, in connection with the consolidation of Medical Assurance, Inc. and Professionals Group, Inc. under the ownership of ProAssurance Corporations (NYSE:PRA), each share of Medical Assurance, Inc. common stock was converted into one share of ProAssurance Corporation common stock, and each option to purchase Medical Assurance, Inc. common stock was converted into one option to purchase ProAssurance Corporation common stock. The acquisitions reported herein reflect shares of ProAssurance Corporation common stock and stock options acquired beneficially by the reporting person in exchange for the surrender of shares and stock options owned beneficially in Medical Assurance, Inc. The acquisition of ProAssurance Corporation shares and options reported herein is exempt from Section 16(b) of the Securities Exchange Act, as amended (the "Act"), by virtue of Rule 16b-3(d) promulgated under the Act.

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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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