

ADAMO VICTOR T
Form 4
August 11, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
ADAMO VICTOR T

(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)
08/10/2006

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)
Vice-Chairman and President / Chief Operating 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)	Amount or Price		
Common Stock	08/11/2006		S	D	7,274 \$ 49.48	D	
Common Stock	08/10/2006		F	D	7,726 (1) \$ 49.98	D	
Common Stock	08/10/2006		M	A	15,000 \$ 49.98	D	
Common Stock					391	I	ProAssurance Group Savings and Retirement

Plan [401 (k)]
(2)

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

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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 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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 51.38					09/11/2006 ⁽³⁾ 09/11/2016	Common Stock 15,000
Employee Stock Option (Right to Buy)	\$ 41.15					09/10/2005 ⁽⁴⁾ 09/10/2015	Common Stock 37,500
Employee Stock Option (Right to Buy)	\$ 33.28					09/10/2004 ⁽⁵⁾ 09/10/2014	Common Stock 37,500
Employee Stock Option (Right to Buy)	\$ 22					09/04/2003 ⁽⁶⁾ 03/04/2013	Common Stock 7,500
Employee Stock Option (Right to Buy)	\$ 16.8	08/11/2006		M	15,000	07/15/2002 ⁽⁷⁾ 01/15/2012	Common Stock 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADAMO VICTOR T C/O PROASSURANCE CORPORATION 100 BROOKWOOD PLACE BIRMINGHAM, AL 35209-6811	X		Vice-Chairman and President	Chief Operating Officer

Signatures

Victor T. Adamo	08/11/2006
**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) The 7,726 shares disposed of reflect 5,042 shares withheld by the issuer to fund the cashless exercise of 15,000 options on 08/10/06, and 2,684 shares withheld by the issuer to cover the associated tax liability. The reported person receive 7,274 shares next of shares withheld.
 - (2) These shares were allocated prior to August 29, 2002 and were exepmt under Rule 16b-3
 - (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 vested 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.