

PROASSURANCE CORP
Form 4
September 14, 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 *
MORELLO JAMES J

(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)
09/12/2006

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)
Treasurer / Senior Vice-President

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)	Price		
				Code V	Amount		
Common Stock	09/13/2006		F	D	\$ 1,863 (1) 50.96	25,899	D
Common Stock	09/13/2006		M	A	\$ 2,500 50.96	27,762	D
Common Stock	09/12/2006		F	D	\$ 1,455 (2) 51.01	25,262	D
Common Stock	09/12/2006		M	A	\$ 2,500 51.01	26,717	D
Common Stock	09/12/2006		F	D	\$ 4,054 (3) 51.01	24,217	D

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Common Stock 09/12/2006 M 8,000 A \$ 51.01 28,271 D

Common Stock 4,755 I

Shares held in the ProAssurance Group Savings and Retirement Plan

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 51.38					Date Exercisable: 09/11/2006 ⁽⁴⁾ Expiration Date: 09/11/2016	Common Stock	6,250
Employee Stock Option (Right to Buy)	\$ 41.15					09/10/2005 ⁽⁵⁾ 09/10/2015	Common Stock	12,500
Employee Stock Option (Right to Buy)	\$ 33.28	09/13/2006		M	2,500	09/10/2004 ⁽⁶⁾ 09/10/2014	Common Stock	5,000
Employee Stock	\$ 22	09/12/2006		M	2,500	09/04/2003 ⁽⁷⁾ 03/04/2013	Common Stock	2,500

Option
(Right to
Buy)

Employee
Stock

Option	\$ 16.8	09/12/2006	M	8,000	07/15/2002 ⁽⁸⁾	01/15/2012	Common Stock	0
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Employee
Stock

Option	\$ 41.5				06/29/2006 ⁽⁹⁾	12/09/2009	Common Stock	1,279
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Employee
Stock

Option	\$ 41.5				06/29/2006 ⁽⁹⁾	12/01/2008	Common Stock	1,618
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Employee
Stock

Option	\$ 41.5				06/29/2006 ⁽⁹⁾	12/02/2007	Common Stock	1,886
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MORELLO JAMES J
C/O PROASSURANCE CORPORATION
100 BROOKWOOD PLACE
BIRMINGHAM, AL 35209-6811

Treasurer Senior Vice-President

Signatures

Frank B. O'Neil as POA for James J.
Morello

09/14/2006

**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 1,863 shares disposed of reflect 1,633 shares withheld by the issuer to fund the cashless exercise of 2,500 options on 9/13/06, and 230 shares withheld by the issuer to cover the associated tax liability.

(2) The 1,455 shares disposed of reflect 1,079 shares withheld by the issuer to fund the cashless exercise of 2,500 options on 9/12/06, and 376 shares withheld by the issuer to cover the associated tax liability.

(3)

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The 4,054 shares disposed of reflect 2,635 shares withheld by the issuer to fund the cashless exercise of 8,000 options on 9/12/06, and 1,419 shares withheld by the issuer to cover the associated tax liability.

- (4) The options vest in five equal, yearly installments commencing on September 11, 2006
- (5) The options vest in five equal, yearly installments commencing on September 10, 2005
- (6) The options vest in five equal, yearly installments commencing on September 10, 2004
- (7) The options vest in five equal, yearly installments commencing on September 4, 2003
- (8) The options vest in five equal, yearly installments commencing on July 15, 2002

These are automatic reload rights resulting from the exercise of options under an existing grant to purchase shares under the ProAssurance Corporation Incentive Compensation Stock Plan. These reload options vest one year from the date of grant, provided that

- (9) the Reporting Person maintains ownership of the ProAssurance shares that were purchased upon the exercise of the subject options. The grant of reload options to purchase ProAssurance shares reported herein is exempt from Section 16(b) of the Securities Exchange Act, as amended ("the Act") by virtue of Rule 16v-3(d) promulgated under the Act.

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.