

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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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 *
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)
07/09/2008

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 & |

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| | | | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|--|--|--|
| Common Stock | | | | | | | | | Leach ProAssurance Group Savings and Retirement Plan [401(k)] |
| Common Stock | | | | | | | | | Spouse |
| Common Stock | | | | | | | | | Crowe Family Partners, Ltd. |
| Common Stock | 07/09/2008 | S | 100 | D | \$ 49.04 | 0 | | | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 07/09/2008 | S | 400 | D | \$ 49.03 | 100 | | | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 07/09/2008 | S | 100 | D | \$ 49.02 | 500 | | | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 07/09/2008 | S | 600 | D | \$ 49.01 | 600 | | | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 07/09/2008 | S | 9,100 | D | \$ 49 | 1,200 | | | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 07/09/2008 | S | 8,200 | D | \$ 48.99 | 10,300 | | | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 07/09/2008 | S | 2,000 | D | \$ 48.98 | 18,500 | | | Trusts for the benefit of the reporting person's minor children |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|---|
| Common Stock | 07/09/2008 | S | 200 | D | \$ 48.97 | 20,500 | I | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 07/09/2008 | S | 4,100 | D | \$ 48.96 | 20,700 | I | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 07/09/2008 | S | 100 | D | \$ 48.95 | 24,800 | I | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 07/09/2008 | S | 504 | D | \$ 48.94 | 24,900 | I | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 07/09/2008 | S | 200 | D | \$ 48.93 | 25,404 | I | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 07/09/2008 | S | 200 | D | \$ 48.92 | 25,604 | I | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 07/09/2008 | S | 100 | D | \$ 48.91 | 25,804 | I | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 07/09/2008 | S | 500 | D | \$ 48.9 | 25,904 | I | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 07/09/2008 | S | 1,200 | D | \$ 48.89 | 26,404 | I | Trusts for the benefit of the reporting person's minor children |
| | 07/09/2008 | S | 1,000 | D | | 27,604 | I | |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|----------|----------|--------|---|---|
| Common Stock | | | | | \$ 48.88 | | | | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 07/09/2008 | | S | 600 | D | \$ 48.87 | 28,604 | I | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 07/09/2008 | | S | 200 | D | \$ 48.86 | 29,204 | I | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 07/09/2008 | | S | 1,300 | D | \$ 48.85 | 29,404 | I | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 07/09/2008 | | S | 300 | D | \$ 48.84 | 30,704 | I | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 07/09/2008 | | S | 200 | D | \$ 48.83 | 31,004 | I | Trusts for the benefit of the reporting person's minor children |
| Common Stock | 07/09/2008 | | S | 300 | D | \$ 48.82 | 31,204 | 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.

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

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed 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).
- (1) These shares were allocated prior to August 29, 2002 and are exempt under Rule 16b-3
- (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

Remarks:

The Reporting Person is filing two Form 4's to report stock sales from July 9, 2008 because the number of individual transactions

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.