

Edgar Filing: PROTECTIVE LIFE CORP - Form SC 13G/A

PROTECTIVE LIFE CORP  
Form SC 13G/A  
February 14, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 23)\*

PROTECTIVE LIFE CORPORATION

(Name of Issuer)

Common Stock  
(Title of Class of Securities)

743674-10-3

-----  
(CUSIP Number)

Not Applicable

\_\_\_\_\_  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 743674-10-3

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-----  
NAMES OF REPORTING PERSONS.

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1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

AmSouth Bancorporation  
No. 63-0591257

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

5 SOLE VOTING POWER  
NUMBER OF SHARES  
-0-

6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY  
5,418,417

7 SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON  
-0-

8 SHARED DISPOSITIVE POWER  
WITH  
5,531,610

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,925,298

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
8.6%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
HC

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NAMES OF REPORTING PERSONS.  
1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

AmSouth Bank  
No. 63-0935103

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Alabama

-----  
5 SOLE VOTING POWER  
NUMBER OF  
SHARES -0-

-----  
6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY  
5,418,417

-----  
7 SOLE DISPOSITIVE POWER  
EACH  
REPORTING PERSON -0-

-----  
8 SHARED DISPOSITIVE POWER  
WITH  
5,531,610

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,925,298

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
8.6%

-----  
12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
BK

AMENDMENT NO. 23  
TO  
STATEMENT ON  
SCHEDULE 13G  
FILED WITH THE  
SECURITIES AND EXCHANGE COMMISSION  
ON BEHALF OF  
AMSOUTH BANCORPORATION  
AND  
AMSOUTH BANK

Report for the Calendar Year Ended December 31, 2001

Item 1(a) Name of Issuer:  
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Protective Life Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:  
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2801 Highway 280 South  
Birmingham, Alabama 35223

Item 2(a) Name of Persons Filing:  
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AmSouth Bancorporation  
AmSouth Bank

Item 2(b) Address of Principal Business Office or, if none, Residence:  
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AmSouth Bancorporation  
AmSouth/Sonat Tower  
1900 Fifth Avenue North  
Birmingham, Alabama 35203

AmSouth Bank  
AmSouth/Sonat Tower  
Birmingham, Alabama 35203

Item 2(c) Citizenship:  
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AmSouth Bancorporation is a Delaware corporation. AmSouth Bank  
is a bank organized under the laws of the State of Alabama.

Item 2(d) Title of Class of Securities:  
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Common stock

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Item 2(e) CUSIP Number: 743674-10-3  
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- Item 3 If this Statement is filed pursuant to Rules 13d-1(b) or 13d-  
----- 2(b) or (c), check whether the person filing is a:
- (a) [ ] Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o)
  - (b) [X] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)
  - (c) [ ] Insurance Company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c)
  - (d) [ ] Investment Company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
  - (e) [ ] An investment adviser in accordance with (S)240.13d-1(b)(1)(ii)(E)
  - (f) [ ] An employee benefit plan or endowment fund in accordance with (S)240.13d-1(b)(1)(ii)(F)
  - (g) [X] A parent holding company or control person in accordance with (S)240.13d-1(b)(1)(ii)(G)
  - (h) [ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
  - (i) [ ] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
  - (j) [ ] Group, in accordance with (S)240.13d-1(b)(1)(ii)(J)

Item 4 Ownership  
-----

(a) Amount Beneficially Owned:

|                         |           |
|-------------------------|-----------|
| AmSouth Bancorporation: | 5,925,298 |
| AmSouth Bank:           | 5,925,298 |

(b) Percent of Class:

|                         |      |
|-------------------------|------|
| AmSouth Bancorporation: | 8.6% |
| AmSouth Bank:           | 8.6% |

(c) Number of shares as to which the person has:

- (i) sole power to vote or to direct the vote:

-0-

- (ii) shared power to vote or to direct the vote:

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|                         |           |
|-------------------------|-----------|
| AmSouth Bancorporation: | 5,418,417 |
| AmSouth Bank:           | 5,418,417 |

(iii) sole power to dispose or to direct the disposition of:

-0-

(iv) shared power to dispose or to direct the disposition of:

|                         |           |
|-------------------------|-----------|
| AmSouth Bancorporation: | 5,531,610 |
| AmSouth Bank:           | 5,531,610 |

Pursuant to Rule 13d-4, it is hereby declared that the filing of this Statement shall not be construed as an admission that AmSouth Bancorporation or AmSouth Bank is, for the purpose of Sections 13(d) or 13(g) of the Securities Exchange Act of 1934, the beneficial owner of any securities covered by this Statement.

Item 5 Ownership of Five Percent or Less of a Class

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Not applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person

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All of the shares covered by this Statement are held by trusts and estates of which AmSouth Bancorporation's subsidiary, AmSouth Bank, is a fiduciary. No single one of these trusts and estates holds as much as five percent of the class. Generally, under the terms of the instrument establishing each such trust or estate, dividends on and proceeds from the sale of securities held by the trust or estate are paid to it, with distribution of any such amounts to beneficiaries thereof being made from the trust or estate pursuant to the terms of the governing instrument.

Item 7 Identification and Classification of the Subsidiary Which

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Acquired the Security Being Reported on by the Parent Holding Company or Control Person

See Exhibit 1.

Item 8 Identification and Classification of Members of the Group

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Not applicable.

Item 9 Notice of Dissolution of Group

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Not applicable.

Item 10 Certification  
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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business, and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities, and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signatures:  
-----

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

February 14, 2002  
-----  
Date

AMSOUTH BANCORPORATION

By: /s/ Carl L. Gorday  
-----  
Signature

Carl L. Gorday, Assistant Secretary  
-----  
Name/Title

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

February 14, 2002  
-----  
Date

AMSOUTH BANK

By: /s/ Carl L. Gorday  
-----

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Signature

Carl L. Gorday, Assistant Secretary

-----  
Name/Title

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EXHIBIT 1  
TO  
AMENDMENT NO. 23  
TO  
STATEMENT ON  
SCHEDULE 13G  
FILED WITH THE  
SECURITIES AND EXCHANGE COMMISSION  
ON BEHALF OF  
AMSOUTH BANCORPORATION  
AND  
AMSOUTH BANK

Report for the Calendar Year Ended December 31, 2001

The securities covered by this Statement are held in a fiduciary capacity by the following subsidiary of AmSouth Bancorporation, which is a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, and classified in Item 3(b) of Schedule 13G:

AmSouth Bank

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EXHIBIT 2  
TO  
AMENDMENT NO. 23  
TO  
STATEMENT ON  
SCHEDULE 13G  
FILED WITH THE  
SECURITIES AND EXCHANGE COMMISSION  
ON BEHALF OF  
AMSOUTH BANCORPORATION  
AND  
AMSOUTH BANK

Report for the Calendar Year Ended December 31, 2001

The undersigned, AmSouth Bancorporation and AmSouth Bank, hereby agree that the foregoing Statement on Schedule 13G is filed on behalf of each of them.

AMSOUTH BANCORPORATION

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By: /s/ Carl L. Gorday

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Carl L. Gorday, Assistant Secretary

AMSOUTH BANK

By: /s/ Carl L. Gorday

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Carl L. Gorday, Assistant Secretary