

PROASSURANCE CORP  
Form 4  
December 03, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
O NEIL FRANK B

2. Issuer Name and Ticker or Trading Symbol  
PROASSURANCE CORP [PRA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/03/2007

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
Senior Vice-President / Assistant Secretary

C/O PROASSURANCE CORPORATION, 100 BROOKWOOD PLACE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BIRMINGHAM, AL 35209-6811

(City) (State) (Zip)

**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)<br>Code V Amount (D) Price                             |   |  |   |
| Common Stock                    | 12/03/2007                           |  | A <sup>(1)</sup>               | 25 A \$ 55.22   | 25,210  | D  |   |
| Common Stock                    |                                      |  |                                |   | 629   | I  | In Trust <sup>(2)</sup>   |
| Common Stock                    |                                      |  |                                |   | 2,025   | I  | Shares held in the ProAssurance Group Savings and Retirement Plan |

|                 |     |   |  |
|-----------------|-----|---|--|
| Common<br>Stock | 598 | I | Shares held in<br>childrens'<br>UTMA<br>accounts for<br>which the<br>reporting<br>person is the<br>trustee |
|-----------------|-----|---|--|

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8<br>D<br>S<br>( |  |
|---|---|---|---|---|---|--|---|------------------|--|
|   |   |   |   | Code                                    | V (A) (D)   | Date Exercisable   | Expiration<br>Date  | Title            | Amount<br>or<br>Number<br>of<br>Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 51.48  |   |   |   |   | 09/10/2007 <sup>(3)</sup>                                      | 09/10/2017  | Common<br>Stock  | 6,250                                  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 51.38  |   |   |   |   | 09/11/2006 <sup>(4)</sup>                                      | 09/11/2016  | Common<br>Stock  | 1,250                                  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 41.15  |   |   |   |   | 09/10/2005 <sup>(5)</sup>                                      | 09/10/2015  | Common<br>Stock  | 5,000                                  |
| Employee  | \$ 33.28  |   |   |   |   | 09/10/2004 <sup>(6)</sup>                                      | 09/10/2014  | Common           | 5,000                                  |

|                                      |          |                           |            |                 |       |  |
|--------------------------------------|----------|---------------------------|------------|-----------------|-------|--|
| Stock<br>Option<br>(Right to<br>Buy) |          |                           |            |                 | Stock |  |
| Employee<br>Stock<br>Option          | \$ 56.43 | 11/15/2008 <sup>(7)</sup> | 12/02/2009 | Common<br>Stock | 737   |  |
| (Right to<br>Buy)                    |          |                           |            |                 |       |  |
| Employee<br>Stock<br>Option          | \$ 56.43 | 11/15/2008 <sup>(7)</sup> | 12/01/2008 | Common<br>Stock | 1,032 |  |
| (Right to<br>Buy)                    |          |                           |            |                 |       |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |                     |
|--|---------------|-----------|-----------------------|---------------------|
|  | Director      | 10% Owner | Officer               | Other               |
| O NEIL FRANK B<br>C/O PROASSURANCE CORPORATION<br>100 BROOKWOOD PLACE<br>BIRMINGHAM, AL 35209-6811 |               |           | Senior Vice-President | Assistant Secretary |

## Signatures

Frank B. O'Neil                      12/03/2007

    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) Shares granted pursuant to ProAssurance's Longevity Award program were approved and awarded to all eligible employees on December 3, 2007. The acquisition of ProAssurance Corporation shares 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.
  - (2) Shares are held in the George O'Neil Generation-Skipping Trust, Non-Exempt, fbo Frank B. O'Neil. The Reporting Person disclaims beneficial ownership because the Trustee retains sole investmenet control over the shares.
  - (3) The options vest in five equal, yearly installments commencing on September 10, 2007
  - (4) The options vest in five equal, yearly installments commencing on September 11, 2006
  - (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) 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 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 virtueof Rule 16b-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.

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