

PROTECTIVE LIFE CORP
Form S-8 POS
March 14, 2002

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As filed with the Securities and Exchange Commission on March 14, 2002.

Registration No. 333-32420

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PROTECTIVE LIFE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

**2801 Highway 280 South
Birmingham, Alabama 35223**

**1997 Long-Term Incentive Plan
1996 Stock Incentive Plan**
(Full title of the Plan)

Deborah J. Long, Esq.
Vice President, General Counsel and Secretary
2801 Highway 280 South
Birmingham, Alabama 35223
(205) 868-3885

(Name, address and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered(1) | Proposed maximum offering price per unit | Proposed maximum aggregate offering price | Amount of registration fee |
|---|----------------------------|--|---|----------------------------|
| Common Stock, par value \$.50 per share | 4,000,000 | \$21.75(2) | \$87,000,000 | \$22,968 |

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| Name | Title | Date |
|--------------------------|--|----------------|
| /s/ JOHN D. JOHNS | President and Chief Executive Officer; Director | March 13, 2002 |
| John D. Johns | | |
| /s/ ALLEN W. RITCHIE | Executive Vice President and Chief Financial Officer | March 13, 2002 |
| Allen W. Ritchie | | |
| * | Vice President and Controller | |
| Jerry W. DeFoor | | |
| * | Chairman of the Board | |
| Drayton Nabers, Jr. | | |
| * | Director | |
| William J. Cabaniss, Jr. | | |
| * | Director | |
| John J. McMahon, Jr. | | |
| * | Director | |
| A. W. Dahlberg | | |
| 3 | | |
| * | Director | |
| James S. M. French | | |
| * | Director | |
| Robert A. Yellowlees | | |
| * | Director | |
| Donald M. James | | |
| * | Director | |
| J. Gary Cooper | | |
| * | Director | |
| H. Corbin Day | | |

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W. Michael Warren, Jr.

Director

Susan Molinari

Director

*By: /s/ NANCY KANE

Nancy Kane
Attorney-in-Fact

March 13, 2002

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PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

SIGNATURES