

PROASSURANCE CORP
Form 4/A
July 17, 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 *
BUTRUS PAUL R

(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)
07/16/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
06/26/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Advisor

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 06/25/2007 | | F | 1,185 ⁽¹⁾ | D \$ 55.34 | 265,703 | D |
| Common Stock | 06/25/2007 | | M | 1,250 | A \$ 55.34 | 266,888 | D |
| Common Stock | 06/25/2007 | | F | 4,064 ⁽²⁾ | D \$ 55.34 | 265,938 | D |
| Common Stock | 06/25/2007 | | M | 5,000 | A \$ 55.34 | 269,702 | D |
| Common Stock | 06/25/2007 | | F | 5,317 ⁽³⁾ | D \$ 55.34 | 264,702 | D |

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| | | | | | | | |
|--------------|------------|---|-----------------------|---|----------|---------|---|
| Common Stock | 06/25/2007 | M | 7,500 | A | \$ 55.34 | 270,019 | D |
| Common Stock | 06/25/2007 | F | 5,600 ⁽⁴⁾ | D | \$ 55.34 | 262,519 | D |
| Common Stock | 06/25/2007 | M | 10,000 | A | \$ 55.34 | 268,119 | D |
| Common Stock | 06/25/2007 | F | 12,282 ⁽⁵⁾ | D | \$ 55.34 | 258,119 | D |
| Common Stock | 06/25/2007 | M | 25,000 | A | \$ 55.34 | 270,401 | D |
| Common Stock | 06/25/2007 | F | 14,355 ⁽⁶⁾ | D | \$ 55.34 | 245,401 | D |
| Common Stock | 06/25/2007 | M | 26,250 | A | \$ 55.34 | 259,756 | D |
| Common Stock | 06/25/2007 | F | 17,704 ⁽⁷⁾ | D | \$ 55.34 | 233,506 | D |
| Common Stock | 06/25/2007 | M | 28,875 | A | \$ 55.34 | 251,210 | D |
| Common Stock | 06/25/2007 | F | 65,221 ⁽⁸⁾ | D | \$ 55.34 | 222,335 | D |
| Common Stock | 06/25/2007 | M | 109,563 | A | \$ 55.34 | 287,556 | D |
| Common Stock | 06/25/2007 | F | 1,807 ⁽⁹⁾ | D | \$ 55.34 | 177,993 | D |
| Common Stock | 06/25/2007 | M | 4,050 | A | \$ 55.34 | 179,800 | D |

| | | | | | | | | |
|--------------|--|--|--|--|--|-----------------------|---|---|
| Common Stock | | | | | | 9,602 ⁽¹⁰⁾ | I | ProAssurance Group Savings and Retirement Plan [401(k)] |
| Common Stock | | | | | | 47,321 | I | SEP / Regions Bank |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-----------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nu Sha |
| Employee Stock Option (Right to Buy) | \$ 51.48 | | | | | 09/10/2007 ⁽¹¹⁾ | 09/10/2017 | Common Stock | 6 |
| Employee Stock Option (Right to Buy) | \$ 51.38 | 06/25/2007 | | M | 1,250 | 09/11/2006 ⁽¹²⁾ | 09/11/2016 | Common Stock | 6 |
| Employee Stock Option (Right to Buy) | \$ 41.15 | 06/25/2007 | | M | 5,000 | 09/10/2005 ⁽¹³⁾ | 09/10/2015 | Common Stock | 12 |
| Employee Stock Option (Right to Buy) | \$ 33.28 | 06/25/2007 | | M | 7,500 | 09/10/2004 ⁽¹⁴⁾ | 09/10/2014 | Common Stock | 12 |
| Employee Stock Option (Right to Buy) | \$ 22 | 06/25/2007 | | M | 10,000 | 09/04/2003 ⁽¹⁵⁾ | 09/04/2013 | Common Stock | 12 |
| Employee Stock Option (Right to Buy) | \$ 16.8 | 06/25/2007 | | M | 25,000 | 07/15/2002 | 07/15/2012 | Common Stock | 25 |
| Employee Stock Option (Right to Buy) | \$ 21.01 | 06/25/2007 | | M | 26,250 | 06/27/2001 | 12/08/2008 | Common Stock | 26 |
| Employee Stock Option | \$ 26.03 | 06/25/2007 | | M | 28,875 | 06/27/2001 | 12/01/2008 | Common Stock | 28 |

(Right to Buy)

Employee Stock

| | | | | | | | | |
|--------|----------|------------|---|---------|------------|------------|--------------|----|
| Option | \$ 24.68 | 06/25/2007 | M | 113,613 | 06/27/2001 | 12/02/2007 | Common Stock | 11 |
|--------|----------|------------|---|---------|------------|------------|--------------|----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BUTRUS PAUL R C/O PROASSURANCE CORPORATION 100 BROOKWOOD PLACE BIRMINGHAM, AL 35209-6811 | | | Senior Advisor | |

Signatures

Frank B. O'Neil, POA for the reporting person, Paul R.
Butrus

07/17/2007

**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) The 1,185 shares disposed of reflect 1,161 shares withheld by the issuer to fund the cashless exercise of 1,250 options on 06/25/07, and 24 shares withheld by the issuer to cover the associated tax liability.
 - (2) The 4,064 shares disposed of reflect 3,718 shares withheld by the issuer to fund the cashless exercise of 5,000 options on 06/25/07, and 346 shares withheld by the issuer to cover the associated tax liability.
 - (3) The 5,317 shares disposed of reflect 4,511 shares withheld by the issuer to fund the cashless exercise of 7,500 options on 06/25/07, and 806 shares withheld by the issuer to cover the associated tax liability.
 - (4) The 5,600 shares disposed of reflect 3,976 shares withheld by the issuer to fund the cashless exercise of 10,000 options on 06/25/07, and 1,624 shares withheld by the issuer to cover the associated tax liability.
 - (5) The 12,282 shares disposed of reflect 7,590 shares withheld by the issuer to fund the cashless exercise of 25,000 options on 06/25/07, and 4,692 shares withheld by the issuer to cover the associated tax liability.
 - (6) The 14,355 shares disposed of reflect 9,966 shares withheld by the issuer to fund the cashless exercise of 26,250 options on 06/25/07, and 4,388 shares withheld by the issuer to cover the associated tax liability.
 - (7) The 17,704 shares disposed of reflect 13,582 shares withheld by the issuer to fund the cashless exercise of 28,875 options on 06/25/07, and 4,122 shares withheld by the issuer to cover the associated tax liability.
 - (8) The 65,221 shares disposed of reflect 48,862 shares withheld by the issuer to fund the cashless exercise of 109,563 options on 06/25/07, and 16,359 shares withheld by the issuer to cover the associated tax liability.
 - (9) The 1,807 shares disposed of were withheld by the issuer to fund the cashless exercise of 4,050 options on 06/25/07.
 - (10) These shares were allocated prior to August 29, 2002 and were exempt under Rule 16b-3
 - (11) The options vest in five equal, yearly installments commencing on September 10, 2007
 - (12) The options vest in five equal, yearly installments commencing on September 11, 2006

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- (13) The options vest in five equal, yearly installments commencing on September 10, 2005
- (14) The options vest in five equal, yearly installments commencing on September 10, 2004
- (15) The options vest in five equal, yearly installments commencing on September 4, 2003

Remarks:

ProAssurance incorrectly calculated the number of shares to be withheld from the option exercise reported on June 26, 2007. T

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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