

ADAMO VICTOR T  
Form 4  
August 11, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
ADAMO VICTOR T

(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)  
08/10/2006

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)  
Vice-Chairman and President / Chief Operating Officer

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	08/11/2006		S	D	7,274	\$ 49.48	43,723 D
Common Stock	08/10/2006		F	D	7,726 (1)	\$ 49.98	50,997 D
Common Stock	08/10/2006		M	A	15,000	\$ 49.98	58,723 D
Common Stock							391 I ProAssurance Group Savings and Retirement

Plan [401 (k)]  
(2)

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 (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	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 51.38					09/11/2006 <sup>(3)</sup>	09/11/2016	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 41.15					09/10/2005 <sup>(4)</sup>	09/10/2015	Common Stock	37,500
Employee Stock Option (Right to Buy)	\$ 33.28					09/10/2004 <sup>(5)</sup>	09/10/2014	Common Stock	37,500
Employee Stock Option (Right to Buy)	\$ 22					09/04/2003 <sup>(6)</sup>	03/04/2013	Common Stock	7,500
Employee Stock Option (Right to Buy)	\$ 16.8	08/11/2006		M	15,000	07/15/2002 <sup>(7)</sup>	01/15/2012	Common Stock	0

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADAMO VICTOR T C/O PROASSURANCE CORPORATION 100 BROOKWOOD PLACE BIRMINGHAM, AL 35209-6811	X		Vice-Chairman and President	Chief Operating Officer

## Signatures

Victor T. Adamo                      08/11/2006

\*\*Signature of                      Date  
Reporting Person

## 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 7,726 shares disposed of reflect 5,042 shares withheld by the issuer to fund the cashless exercise of 15,000 options on 08/10/06, and 2,684 shares withheld by the issuer to cover the associated tax liability. The reported person receive 7,274 shares next of shares withheld.
  - (2) These shares were allocated prior to August 29, 2002 and were exepmt under Rule 16b-3
  - (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 vested in five equal, yearly installments commencing on July 15, 2002

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.