

PROASSURANCE CORP
Form 4
December 17, 2010

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 *
Rand Edward Lewis Jr

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)
12/15/2010

___ Director ___ 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer / Senior Vice President

C/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

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/17/2010 | | S | 2,993 (1) D \$ 61.8 (1) | 18,376 | D | |
| Common Stock | 12/15/2010 | | F | 7,007 (3) D \$ 61.75 | 21,369 | D | |
| Common Stock | 12/15/2010 | | M | 10,000 (2) A \$ 61.75 (2) | 28,376 | D | |

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (4) | | | | | (4) | (4) | Common Stock | 2,000 |
| Restricted Stock Unit | (5) | | | | | (5) | (5) | Common Stock | 2,000 |
| Employee Stock Option (Right to Buy) | \$ 54.28 | | | | | 09/01/2008 ⁽⁶⁾ | 09/01/2018 | Common Stock | 12,500 |
| Employee Stock Option (Right to Buy) | \$ 51.48 | | | | | 09/10/2007 ⁽⁷⁾ | 09/10/2017 | Common Stock | 12,500 |
| Employee Stock Option (Right to Buy) | \$ 51.38 | | | | | 09/11/2006 ⁽⁸⁾ | 09/11/2016 | Common Stock | 12,500 |
| Employee Stock Option (Right to Buy) | \$ 41.15 | | | | | 09/10/2005 ⁽⁹⁾ | 09/10/2015 | Common Stock | 25,000 |
| Employee Stock Option (Right to Buy) | \$ 36.46 | 12/15/2010 | | M | 10,000 | 05/10/2005 ⁽¹⁰⁾ | 11/09/2014 | Common Stock | 10,000 |

