

PROASSURANCE CORP  
Form 4  
June 30, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
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)  
06/27/2008

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)  
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)<br>Code V Amount Price                                 |   |  |                                   |
| Common Stock                    | 06/27/2008                           |  | S                              | 200 D \$ 49.77  | 228,698   | D  |                                   |
| Common Stock                    | 06/27/2008                           |  | S                              | 2,500 D \$ 49.75  | 228,898   | D  |                                   |
| Common Stock                    | 06/27/2008                           |  | S                              | 100 D \$ 49.74  | 231,398   | D  |                                   |
| Common Stock                    | 06/27/2008                           |  | S                              | 1,200 D \$ 49.73  | 231,498   | D  |                                   |
| Common Stock                    | 06/27/2008                           |  | S                              | 200 D \$ 49.72  | 232,698   | D  |                                   |

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|              |            |   |       |   |          |         |   |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 06/27/2008 | S | 500   | D | \$ 49.71 | 232,898 | D |
| Common Stock | 06/27/2008 | S | 4,664 | D | \$ 49.7  | 233,398 | D |
| Common Stock | 06/27/2008 | S | 1,500 | D | \$ 49.69 | 238,062 | D |
| Common Stock | 06/27/2008 | S | 400   | D | \$ 49.68 | 239,562 | D |
| Common Stock | 06/27/2008 | S | 100   | D | \$ 49.67 | 239,962 | D |
| Common Stock | 06/27/2008 | S | 1,800 | D | \$ 49.66 | 240,062 | D |
| Common Stock | 06/27/2008 | S | 1,700 | D | \$ 49.65 | 241,862 | D |
| Common Stock | 06/27/2008 | S | 800   | D | \$ 49.64 | 243,562 | D |
| Common Stock | 06/27/2008 | S | 37    | D | \$ 49.62 | 244,362 | D |
| Common Stock | 06/27/2008 | S | 1,093 | D | \$ 49.61 | 244,399 | D |
| Common Stock | 06/27/2008 | S | 7,272 | D | \$ 49.6  | 245,492 | D |

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)

| 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |                               |                            |

|  |          |                           |            |                 |        |
|--|----------|---------------------------|------------|-----------------|--------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 51.48 | 09/10/2007 <sup>(1)</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>(2)</sup> | 09/11/2016 | Common<br>Stock | 6,250  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 41.15 | 09/10/2005 <sup>(3)</sup> | 09/10/2015 | Common<br>Stock | 12,500 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 33.28 | 09/10/2004 <sup>(4)</sup> | 09/10/2014 | Common<br>Stock | 12,500 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 22    | 09/04/2003 <sup>(5)</sup> | 09/04/2013 | Common<br>Stock | 12,500 |

## Reporting Owners

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

## Signatures

|  |                     |
|--|---------------------|
| Frank B. O'Neil, POA for Paul R.<br>Butrus     | 06/30/2008          |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

## 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 options vest in five equal, yearly installments commencing on September 10, 2007
- (2) The options vest in five equal, yearly installments commencing on September 11, 2006

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

**Remarks:**

During the last week of March the Reporting Person transferred shares held in his SEP and 401(k) Retirement Plan into a broker

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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