

PROASSURANCE CORP

Form 4

February 22, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rand Edward Lewis Jr

(Last) (First) (Middle)

C/OPROASSURANCE
CORPORATION, 100
BROOKWOOD PLACE

(Street)

BIRMINGHAM, AL 35209

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
PROASSURANCE CORP [PRA]

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/21/2013		A	(A) or (D) Amount (1) \$ 46.87	85,772 (2)	D	
Common Stock	02/21/2013		F	(3) \$ 46.87	84,772	D	
Common Stock	02/21/2013		F	(4) \$ 46.87	78,824	D	

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

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SEC 1474
(9-02)

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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
				Code	V	(A)	(D)	
Restricted Stock Units	(5)	02/21/2013		F		4,170	(5) (5)	Common Stock 4,170
Restricted Stock Units	(6)						(6) (6)	Common Stock 116 (7)
Restricted Stock Units	(8)						(8) (8)	Common Stock 4,407 (11)
Restricted Stock Units	(6)						(6) (6)	Common Stock 82 (9)
Restricted Stock Units	(10)						(10) (10)	Common Stock 4,407 (11)
Restricted Stock Units	\$ 46.87	02/21/2013		F		4,407 (12)	(12) (12)	Common Stock 2,085 (12)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rand Edward Lewis Jr C/PROASSURANCE CORPORATION 100 BROOKWOOD PLACE BIRMINGHAM, AL 35209			Chief Financial Officer	Senior Vice President

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This Restricted Stock Unit was previously reported as covering 2,085 shares, but was adjusted to reflect the 2-for-1 stock split that was effective December 27, 2012, and special dividend that was paid on that same date.

- (12) Restricted Stock Unit (RSU) representing a contingent right to receive one share of ProAssurance Corporation common stock, issuable from the 2008 Equity Incentive Plan, vested on December 31, 2012 after the reporting person remained continuously employed by ProAssurance or one of its subsidiaries as specified in the original RSU grant. The RSUs will be settled in shares of ProAssurance Common Stock and cash, with the cash portion being approximately equal to the federal, state, and local taxes. This Restricted Stock Unit was previously reported as covering 2,085 shares, but was adjusted to reflect the 2-for-1 stock split that was effective December 27, 2012, and special dividend that was paid on that same date.

Remarks:

\$46.97 was the closing price of a share of ProAssurance stock on the New York Stock Exchange on February 21, 2013 and is

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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