

PROSPERITY BANCSHARES INC
 Form 4
 January 31, 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 *
 Hunter D Michael

2. Issuer Name and Ticker or Trading Symbol
 PROSPERITY BANCSHARES INC
 [PRSP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1505 HWY 35 NORTH
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/30/2008

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

ROCKPORT, TX 78382
 (City) (State) (Zip)

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

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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/30/2008		S		4,800 D \$ 27.2397	D	
Common Stock	01/30/2008		S		8,297 D \$ 27.25	D	
Common Stock	01/30/2008		S		9,600 D \$ 27.2525	D	
Common Stock	01/30/2008		S		5,500 D \$ 27.267	D	
Common Stock	01/30/2008		S		4,600 D \$ 27.2837	D	

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Common Stock	01/30/2008	S	1,600	D	\$ 27.3069	99,603	D
Common Stock	01/30/2008	S	1,500	D	\$ 27.3333	98,103	D
Common Stock	01/30/2008	S	3,500	D	\$ 27.3366	94,603	D
Common Stock	01/30/2008	S	2,800	D	\$ 27.3386	91,803	D
Common Stock	01/30/2008	S	1,800	D	\$ 27.3533	90,003	D
Common Stock	01/30/2008	S	2,100	D	\$ 27.36	87,903	D
Common Stock	01/30/2008	S	7,000	D	\$ 27.3625	80,903	D
Common Stock	01/30/2008	S	2,500	D	\$ 27.364	78,403	D
Common Stock	01/30/2008	S	2,200	D	\$ 27.3641	76,203	D
Common Stock	01/30/2008	S	1,500	D	\$ 27.3653	74,703	D
Common Stock	01/30/2008	S	3,000	D	\$ 27.3657	71,703	D
Common Stock	01/30/2008	S	2,600	D	\$ 27.3809	69,103	D
Common Stock	01/30/2008	S	2,400	D	\$ 27.3875	66,703	D
Common Stock	01/30/2008	S	2,500	D	\$ 27.4165	64,203	D
Common Stock	01/30/2008	S	4,400	D	\$ 27.4192	59,803	D
Common Stock	01/30/2008	S	4,000	D	\$ 27.4307	55,803	D
Common Stock	01/30/2008	S	5,300	D	\$ 27.4327	50,503	D
Common Stock	01/30/2008	S	4,900	D	\$ 27.4337	45,603	D
Common Stock	01/30/2008	S	1,900	D	\$ 27.4364	43,703	D
Common Stock	01/30/2008	S	3,100	D	\$ 27.4369	40,603	D

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

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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. Price of Derivative Security (Instr. 5)	9. Nu
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hunter D Michael 1505 HWY 35 NORTH ROCKPORT, TX 78382		X		

Signatures

/s/ Michael
Hunter 01/31/2008
 **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).

Remarks:

The information related to this transaction is reported on multiple Form 4s. This Form representing (2 of 3).

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.