

PROASSURANCE CORP  
Form 4  
November 29, 2007

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

OMB APPROVAL

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**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 \*  
**MORELLO JAMES J**

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)  
11/29/2007

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
Treasurer / Senior Vice-President

C/O 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 35209-6811

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/29/2007		F	1,734 (1) \$ 56.15	23,330	D	
Common Stock	11/29/2007		M	1,861 A \$ 52.11	25,064	D	
Common Stock	11/29/2007		F	1,752 (2) \$ 56.15	23,203	D	
Common Stock	11/29/2007		M	2,500 A \$ 56.15	24,955	D	
Common Stock	11/29/2007		F	1,382 (3) \$ 56.15	22,455	D	

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Common Stock      11/29/2007      M      2,500      A      \$ 56.15      23,837      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)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title      Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 51.48					09/10/2007 <sup>(4)</sup> 09/10/2017	Common Stock      6,250
Employee Stock Option (Right to Buy)	\$ 51.38					09/11/2006 <sup>(5)</sup> 09/11/2016	Common Stock      6,250
Employee Stock Option (Right to Buy)	\$ 41.15					09/10/2005 <sup>(6)</sup> 09/10/2015	Common Stock      12,500
Employee Stock Option (Right to Buy)	\$ 33.28	11/29/2007		M	2,500	09/10/2004 <sup>(7)</sup> 09/10/2014	Common Stock      5,000
Employee Stock Option (Right to Buy)	\$ 22	11/29/2007		M	2,500	09/04/2003 <sup>(8)</sup> 03/04/2013	Common Stock      2,500

Buy)

Employee  
Stock

Option \$ 41.5  
(Right to  
Buy)

06/29/2006<sup>(9)</sup> 12/09/2009

Common  
Stock

1,531

Employee  
Stock

Option \$ 41.5  
(Right to  
Buy)

06/29/2006<sup>(9)</sup> 12/01/2008

Common  
Stock

1,801

Employee  
Stock

Option \$ 50.9 11/29/2007  
(Right to  
Buy)

M 1,861

11/08/2007<sup>(9)</sup> 12/02/2007

Common  
Stock

1,861

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

MORELLO JAMES J  
C/O PROASSURANCE CORPORATION  
100 BROOKWOOD PLACE  
BIRMINGHAM, AL 35209-6811

Treasurer Senior Vice-President

## Signatures

James J.  
Morello 11/29/2007

\*\*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).

- (1) The 1,734 shares disposed of reflect 1,687 shares withheld by the issuer to fund the cashless exercise of 1,861 options on 11/29/07, and 47 shares withheld by the issuer to cover the associated tax liability.
- (2) The 1,752 shares disposed of reflect 1,482 shares withheld by the issuer to fund the cashless exercise of 2,500 options on 11/29/07, and 270 shares withheld by the issuer to cover the associated tax liability.
- (3) The 1,382 shares disposed of reflect 980 shares withheld by the issuer to fund the cashless exercise of 2,500 options on 11/29/07, and 402 shares withheld by the issuer to cover the associated tax liability.
- (4) The options vest in five equal, yearly installments commencing on September 10, 2007
- (5) The options vest in five equal, yearly installments commencing on September 11, 2006
- (6) The options vest in five equal, yearly installments commencing on September 10, 2005
- (7) The options vest in five equal, yearly installments commencing on September 10, 2004

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- (8) The options vest in five equal, yearly installments commencing on September 4, 2003

These are automatic reload rights resulting from the exercise of options under an existing grant to purchase shares under the ProAssurance Corporation Incentive Compensation Stock Plan. These reload options vest one year from the date of grant, provided that

- (9) the Reporting Person maintains ownership of the ProAssurance shares that were purchased upon the exercise of the subject options. The grant of reload options to purchase ProAssurance shares reported herein is exempt from Section 16(b) of the Securities Exchange Act, as amended ("the Act") by virtue of Rule 16v-3(d) promulgated under the Act.

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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