

PROASSURANCE CORP  
Form 4  
April 10, 2007

**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 \*  
Thomas Darryl Keith

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)  
04/09/2007

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

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. Code	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)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	04/09/2007		S		400	D	\$ 52.73 35,320 D
Common Stock	04/09/2007		S		500	D	\$ 52.7 35,720 D
Common Stock	04/09/2007		S		700	D	\$ 52.67 36,220 D
Common Stock	04/09/2007		S		500	D	\$ 52.66 36,920 D
Common Stock	04/09/2007		S		100	D	\$ 52.62 37,420 D

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Common Stock	04/09/2007	S	600	D	\$ 52.6	37,520	D
Common Stock	04/09/2007	S	500	D	\$ 52.59	38,120	D
Common Stock	04/09/2007	S	100	D	\$ 52.56	38,620	D
Common Stock	04/09/2007	S	100	D	\$ 52.55	38,720	D
Common Stock	04/09/2007	S	4,100	D	\$ 52.54	38,820	D
Common Stock	04/09/2007	S	300	D	\$ 52.53	42,920	D
Common Stock	04/09/2007	S	100	D	\$ 52.52	43,220	D
Common Stock	04/09/2007	S	56 <sup>(1)</sup>	D	\$ 51.48	43,320	D

Common Stock						1,320	I	Shares Held in the ProAssurance Group Savings and Retirement Plan [401(k)]
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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	
				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>(2)</sup>	09/10/2017	Common Stock	12,500
Employee Stock Option (Right to Buy)	\$ 51.38	09/11/2006 <sup>(3)</sup>	09/11/2016	Common Stock	12,500
Employee Stock Option (Right to Buy)	\$ 41.15	09/10/2005 <sup>(4)</sup>	09/10/2015	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 33.28	09/10/2004 <sup>(5)</sup>	09/10/2014	Common Stock	7,500
Employee Stock Option (Right to Buy)	\$ 22	09/04/2003 <sup>(6)</sup>	09/03/2013	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas Darryl Keith C/O PROASSURANCE CORPORATION 100 BROOKWOOD PLACE BIRMINGHAM, AL 35209-6811			Senior Vice-President	Co-President of Subsidiary

## Signatures

Darryl K. Thomas                      04/10/2007

\*\*Signature of                      Date  
Reporting Person

## 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) Shares sold through the amended and restated ProAssurance Stock Ownership Plan ("the Plan") to satisfy tax obligations resulting from receipt of stock. Under terms of the Plan, this sale is exempt under Rule 16b-3(c).

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- (2) The options vest in five equal, yearly installments commencing on September 10, 2007
- (3) The options vest in five equal, yearly installments commencing on September 11, 2006
- (4) The options vest in five equal, yearly installments commencing on September 10, 2005
- (5) The options vest in five equal, yearly installments commencing on September 10, 2004
- (6) The options vest in five equal, yearly installments commencing on September 4, 2003

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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