Edgar Filing: PROTECTIVE LIFE CORP - Form 4

	IVE LIFE CORP												
Form 4 February 09	2005												
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB													
Check t	W	ashington, D.C. 20549						Number:	3235-0287				
if no los subject Section Form 4	to STATE 16.	MENT OI	Expires: January 31, 2005 Estimated average burden hours per response 0.5										
Form 5 obligations may continue. See Instruction 1(b). 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)												
MCMAHON JOHN J JR S								-	5. Relationship of Reporting Person(s) to Issuer				
				PROTECTIVE LIFE CORP [PL]					(Check all applicable)				
(Me				 Date of Earliest Transaction Month/Day/Year) 02/07/2005 					X Director 10% Owner Officer (give title Other (specify below) below)				
				f Amendment, Date Original ed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
BIRMINGHAM, AL 35223										Form filed by More than One Reporting erson			
(City)	(State)	(Zip)	Та	ble I - Nor	n-Deriva	tive	Secur	ities Acq	uired, Disposed of,	or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	3. Transacti Code (Instr. 8) Code V	oror Disp (Instr.	oosec 3, 4 a	d of (Ê		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	02/07/2005			А	65.79		A	\$ 41.039	21,795.9437	I	Deferred Compensation		
Common Stock									77,938	Ι	By McLoud Investments (2)		

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MCMAHON JOHN J JR 2801 HIGHWAY 280 SOUTH BIRMINGHAM, AL 35223	Х							
Signatures								
By: by Harriette Hyche Attorney-in-Fact for	02/09/2005							
**Signature of Reporting Person	Date							
Evaluation of Responses:								

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 acquired through the PLC Def. Comp. Plan for Directors who are not Officers of the Corporation (exempt under Rule 16b-3).
- (2) I disclaim beneficial ownership of such shares.

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. ">**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).(1)Includes shares of Restricted Stock granted on 3/17/2004 of which 10,818 have vested and remain outstanding and of which 12,500 will vest on 3/17/2007.(2)150,000 shares underlying the option became exercisable on each of 08/20/2002, 08/20/2003, 08/20/2004 and 8/20/2005. The option is fully vested.(3)Not applicable.

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