

PROTECTIVE LIFE CORP

Form 4

April 02, 2008

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LONG DEBORAH J

(Last) (First) (Middle)

2801 HIGHWAY 280 SOUTH

(Street)

BIRMINGHAM, AL 35223

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PROTECTIVE LIFE CORP [PL]

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2008

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) ____ Other (specify below)

EVP and General Counsel

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	03/31/2008		F	229.8	D	\$ 39.37	2,815.5824 D ⁽¹⁾
Common Stock						3,695.7179	I By 401(k) ⁽²⁾
Common Stock						50,507.452	I Deferred Compensation ⁽³⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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)
				Code	V	(A)	(D)	
SAR 06 <u>(4)</u>	\$ 41.05					03/04/2006	03/04/2015	SAR 700
SAR 06 a <u>(4)</u>	\$ 41.05					03/04/2007	03/04/2015	SAR 700
SAR 06 b <u>(4)</u>	\$ 41.05					03/04/2008	03/04/2015	SAR 700
SAR 06 c <u>(4)</u>	\$ 41.05					03/04/2009	03/04/2015	SAR 700
SAR 11 <u>(4)</u>	\$ 43.46					03/05/2008	03/05/2017	SAR 1,850
SAR 11a <u>(4)</u>	\$ 43.46					03/05/2009	03/05/2017	SAR 1,850
SAR 11b <u>(4)</u>	\$ 43.46					03/05/2010	03/05/2017	SAR 1,850
SAR 11c <u>(4)</u>	\$ 43.46					03/05/2011	03/05/2017	SAR 1,850
SAR 3 3 06 <u>(4)</u>	\$ 48.6					03/03/2007	03/03/2016	SAR 750
SAR 3 3 06 a <u>(4)</u>	\$ 48.6					03/03/2008	03/03/2016	SAR 750
SAR 3 3 06 b <u>(4)</u>	\$ 48.6					03/03/2009	03/03/2016	SAR 750
SAR 3 3 06 c <u>(4)</u>	\$ 48.6					03/03/2010	03/03/2016	SAR 750
SAR 4 <u>(4)</u>	\$ 32					03/04/2007	03/04/2012	SAR 15,000

SAR 6 (4)	\$ 22.31	07/21/2004	03/06/2010	SAR	17,962
SAR14 (5)	\$ 38.59	02/28/2009	02/28/2018	SAR	2,375
SAR14a (5)	\$ 38.59	02/28/2010	02/28/2018	SAR	2,375
SAR14b (5)	\$ 38.59	02/28/2011	02/28/2018	SAR	2,375
SAR14c (5)	\$ 38.59	02/29/2012	02/28/2018	SAR	2,375

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LONG DEBORAH J 2801 HIGHWAY 280 SOUTH BIRMINGHAM, AL 35223			EVP and General Counsel	

Signatures

By: by Harriette Hyche
Attorney-in-Fact for

04/02/2008

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).
- (1) Withholding of restricted stock to satisfy tax withholding obligation upon the vesting of restricted stock (exempt under Rule 16b-3).
- (2) Total shares held by reporting person in PLC's 401(k) & stock Ownership Plan as of 4/1/08.
- (3) Shares acquired through PLC Def. Comp. Plan for Officers of the Corporation (exempt under Rule 16b-3). Total amount in Col. 5 includes dividend shares acquired under the PLC Def. Comp. Plan for Officers exempt under Rule 16-a 11.
- (4) Previously reported Stock Appreciation Right (SAR).
- (5) Stock Appreciation Right awarded under the Protective Life Corporation Long-Term Incentive Plan in transaction exempt under Rule 16b-3 becoming exercisable in equal installments over four years beginning 2/28/09.

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.