STARNES WILLIAM STANCIL

Form 4/A March 07, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STARNES WILLIAM STANCIL		ICIL Symbol	2. Issuer Name and Ticker or Trading Symbol PROASSURANCE CORP [PRA]				5. Relationship of Reporting Person(s) to Issuer			
(Last) C/O PROA CORPORA	SSURANCE	Middle) 3. Date of (Month/	3. Date of Earliest Transaction (Month/Day/Year) 03/04/2008			,	(Check all applicable) Director 10% OwnerX Officer (give title Other (specify below) Chief Executive Officer			
BROOKW	OOD PLACE									
	(Street)	Filed(Mo 03/07/2	endment, Da nth/Day/Year 2008		l		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	•	rson	
(City)	(State)	(Zip) Tab	le I - Non-D	erivative S	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly 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. Securit on(A) or Di (Instr. 3,	spose	d of (D) 5) Price	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	03/03/2008		P	300 (1)	A	\$ 53.23	16,914	D		

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)

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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)			7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 54.28					09/01/2008(2)	09/01/2018	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 56.16					01/03/2008	07/01/2017	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships
NEDULLING COMIET MAINE / AUGUSS	

Director 10% Owner Officer Other

STARNES WILLIAM STANCIL C/O PROASSURANCE CORPORATION 100 BROOKWOOD PLACE BIRMINGHAM, AL 35209-6811

Chief Executive Officer

Signatures

Frank B. O'Neil, POA for W. Stancil

Starnes 03/07/2008

**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) Shares acquired in the amended and restated ProAssurance Stock Ownership Plan. Purchases under this plan are exempt under Rule 16b-3(c)
- (2) The options vest in five equal, yearly installments commencing on September 1, 2008

Remarks:

This filing reflects the correct (larger) amount of shares directly owned by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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