

PROASSURANCE CORP  
Form 4  
December 10, 2012

**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 \*  
Rand Edward Lewis Jr

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)  
12/07/2012

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

C/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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	12/07/2012		F		9,197 (1) \$ 92.93	D	
Common Stock	12/07/2012		M		12,500 (2) \$ 92.93	A	
Common Stock	12/07/2012		F		8,957 (3) \$ 92.93	D	
Common Stock	12/07/2012		M		12,500 (2) \$ 92.93	A	
Common Stock	12/07/2012		F		8,949 (4) \$ 92.93	D	

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Common Stock	12/07/2012	M	12,500 (2)	A	\$ 92.93	40,325	D
Common Stock	12/07/2012	F	16,148 (5)	D	\$ 92.93	27,825	D
Common Stock	12/07/2012	M	25,000 (2)	A	\$ 92.93	43,973	D

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

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SEC 1474  
(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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(6)					(6)	(6)	Common Stock
Restricted Stock Units	(7)					(7)	(7)	Common Stock
Restricted Stock Units	(6)					(6)	(6)	Common Stock
Restricted Stock Units	(8)					(8)	(8)	Common Stock
Restricted Stock Units	(9)					(9)	(9)	Common Stock
Employee Stock Option (Right to Buy)	\$ 54.28	12/07/2012		M	12,500 (2)	09/01/2008 <sup>(10)</sup>	09/01/2018 <sup>(10)</sup>	Common Stock

Employee Stock Option (Right to Buy)	\$ 51.48	12/07/2012	M	12,500 (2)	09/10/2007 <sup>(10)</sup>	09/10/2017 <sup>(10)</sup>	Common Stock
Employee Stock Option (Right to Buy)	\$ 51.38	12/07/2012	M	12,500 (2)	09/11/2006 <sup>(10)</sup>	09/11/2016 <sup>(10)</sup>	Common Stock
Employee Stock Option (Right to Buy)	\$ 41.15	12/07/2012	M	25,000 (2)	09/10/2005 <sup>(10)</sup>	09/10/2015 <sup>(10)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rand Edward Lewis Jr C/OPROASSURANCE CORPORATION 100 BROOKWOOD PLACE BIRMINGHAM, AL 35209			Chief Financial Officer	Senior Vice President

## Signatures

Frank B. O'Neil, Power-of-Attorney for the reporting person, Edward L. Rand, Jr. 12/10/2012

\_\_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 9,197 shares disposed of reflect 7,302 shares withheld by the issuer to fund the cashless exercise of 12,500 options on 12/07/12, and 1,895 shares withheld by the issuer to cover the associated tax liability.
  - (2) Cashless exercise of options on December 7, 2012
  - (3) The 8,957 shares disposed of reflect 6,925 shares withheld by the issuer to fund the cashless exercise of 12,500 options on 12/07/12, and 2,032 shares withheld by the issuer to cover the associated tax liability.
  - (4) The 8,949 shares disposed of reflect 6,912 shares withheld by the issuer to fund the cashless exercise of 12,500 options on 12/07/12, and 2,037 shares withheld by the issuer to cover the associated tax liability.
  - (5) The 16,148 shares disposed of reflect 11,071 shares withheld by the issuer to fund the cashless exercise of 25,000 options on 12/07/12, and 5,077 shares withheld by the issuer to cover the associated tax liability.
  - (6) RSU's are equal in value to one share of Common Stock, are issued under the 2008 Equity Plan and acquired under terms of the ProAssurance Corporation 2011 Employee Stock Ownership Plan. The RSUs will vest upon the sooner of three years of continuous employment, termination of employment by reason of death or disability or for "good reason," or a change of control of the Company. If a participant terminates employment more than twelve months but less than three years from the date of grant, the RSUs will partially vest based on the number of days that the participant was employed in the vesting period. Any RSUs that are unvested on termination of

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employment will be forfeited. In addition, if a participant withdraws shares purchased for his or her account, matching unvested RSUs will be forfeited. Upon vesting, we will pay the RSUs in shares of our Common Stock from those shares reserved for issuance under the 2008 Equity Plan. Value to be established upon vesting.

- (7) Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of ProAssurance Corporation common stock, issuable from the ProAssurance 2008 Equity Incentive Plan. The RSUs will vest if the reporting person remains continuously employed by ProAssurance or one of its subsidiaries until December 31, 2014 (three years from date of grant). Vesting will accelerate upon termination of employment as the result of (i) death; (ii) disability; or (iii) Good Reason, as defined in the reporting person's employment agreement with ProAssurance Corporation, or by action of the Compensation Committee of the ProAssurance Corporation Board of Directors. The RSUs will be settled in shares of ProAssurance Common Stock and in cash, with the cash portion being approximately equal to the federal, state, and local taxes.

- (8) Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of ProAssurance Corporation common stock, issuable from the ProAssurance 2008 Equity Incentive Plan. The RSUs will vest if the reporting person remains continuously employed by ProAssurance or one of its subsidiaries until December 31, 2013 (three years from date of grant). Vesting will accelerate upon termination of employment as the result of (i) death; (ii) disability; or (iii) Good Reason, as defined in the reporting person's employment agreement with ProAssurance Corporation, or by action of the Compensation Committee of the ProAssurance Corporation Board of Directors. The RSUs will be settled in shares of ProAssurance Common Stock and in cash, with the cash portion being approximately equal to the federal, state, and local taxes.

- (9) Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of ProAssurance Corporation common stock, issuable from the ProAssurance 2008 Equity Incentive Plan. The RSUs will vest if the reporting person remains continuously employed by ProAssurance or one of its subsidiaries until December 31, 2012 (three years from date of grant). Vesting will accelerate upon termination of employment as the result of (i) death; (ii) disability; or (iii) Good Reason, as defined in the reporting person's employment agreement with ProAssurance Corporation, or by action of the Compensation Committee of the ProAssurance Corporation Board of Directors. The RSUs will be settled in shares of ProAssurance Common Stock and in cash, with the cash portion being approximately equal to the federal, state, and local taxes.

- (10) These options are fully vested and exercised in their entirety with this transaction.

### Remarks:

\$92.93 was the closing price of a share of proAssurance common stock on the NYSE on the exercise date, December 7, 2012.

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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