

PROTECTIVE LIFE CORP

Form 4

March 07, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRIGGS ROBERT S

(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)
03/03/2006

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 ____ Other (specify
below) below)

Exec VP

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				(A) or (D)	18,537.175 (1)	D	
Common Stock					36,121.534	I	By 401(k) (2)
Common Stock					1,550.578	I	By daughter (3)
Common Stock					1,550.578	I	By son (4)
Common Stock					75,734.3249	I	Deferred Compensation (5)

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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. Price or Value of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
SAR 3 3 06 ⁽⁶⁾	\$ 48.6	03/03/2006		A		1,125		03/03/2007	03/03/2016	SAR	1,125	\$ 0
SAR 3 3 06 a ⁽⁶⁾	\$ 48.6	03/03/2006		A		1,125		03/03/2008	03/03/2016	SAR	1,125	\$ 0
SAR 3 3 06 b ⁽⁶⁾	\$ 48.6	03/03/2006		A		1,125		03/03/2009	03/03/2016	SAR	1,125	\$ 0
SAR 3 3 06 c ⁽⁶⁾	\$ 48.6	03/03/2006		A		1,125		03/03/2010	03/03/2016	SAR	1,125	\$ 0
SAR 06 ⁽⁷⁾	\$ 41.05							03/04/2006	03/04/2015	SAR	6,000	
SAR 4 ⁽⁷⁾	\$ 32							03/04/2007	03/04/2012	SAR	30,000	
SAR 5 ⁽⁷⁾	\$ 26.49							03/03/2008	03/03/2013	SAR	15,000	
SAR 6 ⁽⁷⁾	\$ 22.31							07/21/2004	03/06/2010	SAR	29,721	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRIGGS ROBERT S 2801 HIGHWAY 280 SOUTH BIRMINGHAM, AL 35223			Exec VP	

Signatures

By: by Harriette Hyche
Attorney-in-Fact for

03/07/2006

__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 PLC's Dividend Reinvestment Plan (exempt under Rule 16a-11).
- (2) Correction of the amount of securities held by reporting person in PLC's 401(k) and Stock Ownership Plan previously reported incorrectly. Amount in column 5 reflects holdings as of 2/28/06.
- (3) I disclaim beneficial ownership of such shares.
- (4) I disclaim beneficial ownership of such shares.
- (5) 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.
- (6) 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 3/3/07.
- (7) Previously reported Stock Appreciation Right (SAR).

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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