

PROTECTIVE LIFE CORP  
Form 8-K  
March 09, 2006

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report** (Date of earliest event reported) **March 6, 2006**

**Protective Life Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-11339**  
(Commission  
File Number)

**95-2492236**  
(IRS Employer  
Identification No.)

**2801 Highway 280 South  
Birmingham, Alabama 35223**

(Address of principal executive offices and zip code)

**(205) 268-1000**

(Registrant's telephone number, including area code)

**N/A**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CF 240.14d-2(b))

- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## **Item 1.01. Entry into a Material Definitive Agreement**

### Director Compensation

The form and amount of compensation paid to the Company's non-management directors is reviewed at least annually by the Corporate Governance and Nominating Committee of the Company's Board of Directors. On March 6, 2006, upon the recommendation of the Corporate Governance and Nominating Committee, the Company's Board of Directors approved changes to the compensation policy for non-employee directors. Effective as of the 2006 Annual Meeting of Share Owners, the additional annual retainer for the Audit Committee chairperson will be increased from \$5,000 to \$15,000. The remainder of the compensation policy remains unchanged.

### Executive Compensation

At its March 3, 2006 meeting, the Compensation and Management Succession Committee of the Board of Directors (the "Committee") of the Company reviewed and approved certain compensation arrangements with the officers of the Company, including its Chief Executive Officer and the four other most highly compensated executive officers for the Company's last completed fiscal year, as determined pursuant to the rules of the Securities and Exchange Commission (the "Named Executives"). The following summarizes certain actions taken by the Committee at the meeting.

#### *Base Salaries*

The Committee approved the following annual base salaries for the Named Executives, effective as of March 1, 2006: John D. Johns, Chairman of the Board, President and Chief Executive Officer, \$800,000; R. Stephen Briggs, Executive Vice President, Life and Annuity Division, \$425,000; Allen W. Ritchie, Executive Vice President and Chief Financial Officer, \$500,000; Richard J. Bielen, Senior Vice President, Chief Investment Officer and Treasurer, \$400,000; and Deborah J. Long, Senior Vice President and General Counsel, \$365,000.

#### *Bonus Opportunities under Annual Incentive Plan for 2006*

The Committee established the cash bonus opportunities with respect to 2006 performance under the AIP. Each individual's AIP bonus was expressed as a percentage of base salary, as follows: Mr. Johns, 100%; Mr. Briggs, 50%; Mr. Ritchie, 80%; Mr. Bielen, 60%; and Ms. Long, 55%. For Messrs. Johns, Ritchie and Bielen and Ms. Long, the AIP bonus opportunity is based on the Company's 2006 operating earnings per share according to a range fixed by the Committee; for Mr. Briggs, one-third of his AIP bonus opportunity is based upon the Company's 2006 operating earnings per share, and the remaining two-thirds is based on the achievement of pre-tax operating earnings of the Company's Life and Annuities Division and West Coast Life Corporation. A bonus equal to a multiple of the Named Executive's target bonus percentage will be paid, depending on the level of goal achievement as follows: less than threshold level, 0%; threshold level, 50%; target level, 100%; and maximum level, 200%.

Each AIP bonus opportunity is subject to the terms of the AIP (which is filed as Exhibit 10(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2004 and is incorporated herein by reference).

#### *Performance Share Awards for 2006*

The Committee granted performance shares under the Company's Long-Term Incentive Plan, which was most recently approved by the share owners in 2003. The number of performance shares granted to the Named Executives was: Mr. Johns, 32,500; Mr. Briggs, 5,700; Mr. Ritchie, 11,000; Mr. Bielen, 7,200; and Ms. Long, 3,800. Payment of performance share awards will be based upon a comparison of the Company's average return on average equity for a four-year award period to that of the companies in a comparison group of forty insurance companies during the award period. If the Company's four-year results are below the 40<sup>th</sup> percentile, no portion of the award will be earned. If the Company's four-year results are at the 40<sup>th</sup> percentile, 33% of the award will be earned. If the Company's four-year results are at the median, 50% of the award will be earned. Company results at target, or the top 25% of the comparison group, would result in 125% of the award being earned for each Named Executive. Company results in the top 10% would result in 170% of the award being earned for each Named Executive. If the Company's percentile ranking falls between the 40<sup>th</sup> and 90<sup>th</sup> percentile, the amount of the award earned will be determined by interpolation. Earned awards are generally paid in shares of the Company's common stock and cash (with the amount of cash equal to the income tax withholding obligation on the amount earned).

Each performance share award to the Named Executives is subject to the terms of the Long-Term Incentive Plan (which is filed as Exhibit 10 to the Company's Form 10-Q Quarterly Report filed May 15, 2003 and is incorporated herein by reference), as amended by an amendment effective as of December 31, 2005 (which is filed as Exhibit 10(b)(1) to this current report and is incorporated herein by reference), and the related performance share award letters (the forms of which are filed as Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q filed November 9, 2004 and as Exhibit 10(b)(1) to the Company's Current Report on Form 8-K filed March 10, 2005 and are incorporated herein by reference).

#### *Stock Appreciation Rights Granted in 2006*

The Committee granted stock appreciation rights ("SARs") under the Company's Long-Term Incentive Plan. The number of SARs granted to the Named Executives was: Mr. Johns, 25,300; Mr. Briggs, 4,500; Mr. Ritchie, 8,500; Mr. Bielen, 5,600; and Ms. Long, 3,000. The SARs generally become exercisable in four equal annual installments, beginning March 3, 2007, and will generally terminate on March 3, 2016. Upon exercise, each SAR will entitle the holder to the difference, payable in stock (and an amount of cash approximately equal to the income tax withholding obligation due upon exercise), between the value of the common stock at the time of exercise and the SAR's base price of \$48.60.

Each SAR is subject to the terms of the Long-Term Incentive Plan (which is filed as Exhibit 10 to the Company's Form 10-Q Quarterly Report filed May 15, 2003 and is incorporated herein by reference), as amended by an amendment effective as of December 31, 2005 (which is filed as Exhibit 10(b)(1) to this current report and is incorporated herein by reference), and the related award letter for senior officers (the form of which is filed as Exhibit 10(b)(2) to the Company's Current Report on Form 8-K filed on March 10, 2005 and is incorporated herein by reference).

#### **Item 9.01 Financial Statements and Exhibits.**

*(c) Exhibits:*

10.(b)(1) - Amendment to the Protective Life Corporation Long Term Incentive Plan

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PROTECTIVE LIFE CORPORATION  
By/s/Steven G. Walker  
Steven G. Walker  
Senior Vice President, Controller  
and Chief Accounting Officer

Dated: March 9, 2006