#### Edgar Filing: Johnson Carolyn M - Form 4

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March 04, 2									0		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									MB APPROVAL er: 3235-0287		
Check t if no lo subject Section Form 4	nis box ger o STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 16. SECURITIES									January 31, 2005 ated average n hours per nse 0.5	
Form 5 obligati may co <i>See</i> Inst 1(b).	ntinue. Fried pu	(a) of the I	Public I	Utility H		Compa	any Act	nge Act of 1934 of 1935 or Sec 940	4, .		
(Print or Type	e Responses)										
1. Name and Address of Reporting Person <u>*</u> Johnson Carolyn M			2. Issuer Name <b>and</b> Ticker or Trading Symbol PROTECTIVE LIFE CORP [PL]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 2801 HIGHWAY 280 SOUTH			3. Date of Earliest Transaction (Month/Day/Year) 02/29/2008					Director 10% Owner X_ Officer (give title Other (specify below) EVP and COO			
	(Street)			nendment onth/Day/`	, Date Orig Year)	ginal		Applicable Line _X_ Form filed	e) by One Repor		
BIRMING	HAM, AL 35223							Person	by More than	One Reporting	
(City)	(State)	(Zip)	Ta	ble I - No	on-Derivat	ive Sec	urities A	cquired, Dispose	d of, or Ben	eficially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) 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	02/29/2008			А	3,900	А	\$ 38.59	5,930.2548	D (1) (2)		
Common Stock								573.1535	Ι	By 401(k) (3)	
Common Stock								67.442	I	Deferred Compensation $(4)$	

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)

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)	Code	5. Number prof Derivat Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	tive of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. 1
				Code V	(A) (	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
SAR14	\$ 38.59	02/29/2008		А	3,325		02/28/2009	02/28/2018	SAR	3,325	\$ (
SAR14a	\$ 38.59	02/29/2008		А	3,325		02/28/2010	02/28/2018	SAR	3,325	\$ (
SAR14b	\$ 38.59	02/29/2008		А	3,325		02/28/2011	02/28/2018	SAR	3,325	\$ (
SAR14c	\$ 38.59	02/29/2008		А	3,325		02/29/2012	02/28/2018	SAR	3,325	\$ (
SAR 11 (6)	\$ 43.46						03/05/2008	03/05/2017	SAR	1,025	
SAR 11a (6)	\$ 43.46						03/05/2009	03/05/2017	SAR	1,025	
SAR 11b	\$ 43.46						03/05/2010	03/05/2017	SAR	1,025	
SAR 11c	\$ 43.46						03/05/2011	03/05/2017	SAR	1,025	
SAR12 (6)	\$ 48.05						06/28/2008	06/28/2017	SAR	750	
SAR12a (6)	\$ 48.05						06/28/2009	06/28/2017	SAR	750	
SAR12b (6)	\$ 48.05						06/28/2010	06/28/2017	SAR	750	
SAR12c (6)	\$ 48.05						06/28/2011	06/28/2017	SAR	750	

### **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
Johnson Carolyn M 2801 HIGHWAY 280 SOUTH BIRMINGHAM, AL 35223			EVP and COO					
Signatures								
By: by Harriette Hyche Attorney-in-Fact for		03/0	04/2008					
**Signature of Reporting Person		I	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) 3900 Restricted Stock Units granted on 2/29/08, cliff vesting on 2/28/18 price \$38.59/share (exempt under Rule 16b-3).
- (2) 2000 Restricted Stock Units reported previously. Includes dividend shares acquired under the Long-Term Incentive Plan (exempt under Rule 16b-3).
- (3) Total shares held by reporting person in PLC's 401(k) & Stock Ownership Plan as of 2/29/08.
- (4) 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.
- (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.
- (6) 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. 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.