

JOHNS JOHN D  
Form 4  
March 04, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JOHNS JOHN D

(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)  
02/29/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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                    |                                      |  |                                |   | 13,966  | D  |   |
| Common Stock                    |                                      |  |                                |   | 10,341.7525   | I  | By 401(k) <sup>(1)</sup>                              |
| Common Stock                    |                                      |  |                                |   | 2,600   | I  | By wife <sup>(2)</sup>                                |
| Common Stock                    |                                      |  |                                |   | 400   | I  | By wife as co-trustee of Trust <sup>(2)</sup>         |
| Common Stock                    |                                      |  |                                |   | 600   | I  | By wife as custodian for                              |

|              |             |   |  |
|--------------|-------------|---|--|
| Common Stock | 600         | I | Daughter <sup>(2)</sup><br>by wife as<br>custodian for<br>son <sup>(2)</sup> |
| Common Stock | 304,024.832 | I | Deferred<br>Compensation<br><sup>(3)</sup>                                   |

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) | 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. F. Der. Sec. (Instr. 3) |                 |       |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-----------------|-------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable           | Expiration Date | Title | Amount or Number of Shares |
| <u>SAR14</u><br><sup>(4)</sup>             | \$ 38.59   | 02/29/2008                           |  | A                              |   | 20,475   |   | 02/28/2009                 | 02/28/2018      | SAR   | 20,475                     |
| <u>SAR14a</u><br><sup>(4)</sup>            | \$ 38.59   | 02/29/2008                           |  | A                              |   | 20,475   |   | 02/28/2010                 | 02/28/2018      | SAR   | 20,475                     |
| <u>SAR14b</u><br><sup>(4)</sup>            | \$ 38.59   | 02/29/2008                           |  | A                              |   | 20,475   |   | 02/28/2011                 | 02/28/2018      | SAR   | 20,475                     |
| <u>SAR14c</u><br><sup>(4)</sup>            | \$ 38.59   | 02/29/2008                           |  | A                              |   | 20,475   |   | 02/29/2012                 | 02/28/2018      | SAR   | 20,475                     |
| <u>SAR 06</u><br><sup>(5)</sup>            | \$ 41.05   |                                      |  |                                |   |  |   | 03/04/2006                 | 03/04/2015      | SAR   | 5,800                      |
| <u>SAR 06 a</u><br><sup>(5)</sup>          | \$ 41.05   |                                      |  |                                |   |  |   | 03/04/2007                 | 03/04/2015      | SAR   | 5,800                      |
| <u>SAR 06 b</u><br><sup>(5)</sup>          | \$ 41.05   |                                      |  |                                |   |  |   | 03/04/2008                 | 03/04/2015      | SAR   | 5,800                      |
| <u>SAR 06 c</u><br><sup>(5)</sup>          | \$ 41.05   |                                      |  |                                |   |  |   | 03/04/2009                 | 03/04/2015      | SAR   | 5,800                      |
| <u>SAR 11</u><br><sup>(5)</sup>            | \$ 43.46   |                                      |  |                                |   |  |   | 03/05/2008                 | 03/05/2017      | SAR   | 15,100                     |

|                            |          |            |            |     |         |
|----------------------------|----------|------------|------------|-----|---------|
| SAR 11a<br><u>(5)</u>      | \$ 43.46 | 03/05/2009 | 03/05/2017 | SAR | 15,100  |
| SAR 11b<br><u>(5)</u>      | \$ 43.46 | 03/05/2010 | 03/05/2017 | SAR | 15,100  |
| SAR 11c<br><u>(5)</u>      | \$ 43.46 | 03/05/2011 | 03/05/2017 | SAR | 15,100  |
| SAR 2<br><u>(5)</u>        | \$ 22.31 | 03/06/2005 | 03/06/2010 | SAR | 50,000  |
| SAR 3 3<br>06 <u>(5)</u>   | \$ 48.6  | 03/03/2007 | 03/03/2016 | SAR | 6,325   |
| SAR 3 3<br>06 a <u>(5)</u> | \$ 48.6  | 03/03/2008 | 03/03/2016 | SAR | 6,325   |
| SAR 3 3<br>06 b <u>(5)</u> | \$ 48.6  | 03/03/2009 | 03/03/2016 | SAR | 6,325   |
| SAR 3 3<br>06 c <u>(5)</u> | \$ 48.6  | 03/03/2010 | 03/03/2016 | SAR | 6,325   |
| SAR 4<br><u>(5)</u>        | \$ 32    | 03/04/2007 | 03/04/2012 | SAR | 300,000 |
| SAR 6<br><u>(5)</u>        | \$ 22.31 | 07/21/2004 | 03/06/2010 | SAR | 116,302 |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |           |       |
|--|---------------|-----------|-----------|-------|
|  | Director      | 10% Owner | Officer   | Other |
| JOHNS JOHN D<br>2801 HIGHWAY 280 SOUTH<br>BIRMINGHAM, AL 35223 |               |           | President |       |

## Signatures

By: by Harriette Hyche  
Attorney-in-Fact for

03/04/2008

\*\*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) Total shares held by reporting person in PLC's 401(k) & Stock Ownership Plan as of 2/29/08.
- (2) I disclaim beneficial ownership of such shares.
- (3) Shares acquired through PLC Deferred Compensation Plan for Officers of the Corporation (exempt under Rule 16b-3).
- (4) 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.
- (5) Previously reported Stock Appreciation Right (SAR).

## Edgar Filing: JOHNS JOHN D - Form 4

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