#### **BIELEN RICHARD J**

Form 4

March 04, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* **BIELEN RICHARD J** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

2801 HIGHWAY 280 SOUTH

PROTECTIVE LIFE CORP [PL]

3. Date of Earliest Transaction

(Check all applicable)

(First) (Middle)

(Street)

(Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify

02/29/2008

below) Vice Chairman and CFO

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

BIRMINGHAM, AL 35223

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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1.1itle of	2. Transaction Date	2A. Deemed	<i>3</i> .	4. Securities	5. Amount of	6.	/. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	onAcquired (A) or	Securities	Ownership	Indirect Beneficial
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	Form:	Ownership
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Direct (D)	(Instr. 4)
					Following	or Indirect	
				(A)	Reported	(I)	
				(A)	Transaction(s)	(Instr. 4)	
			Code V	or Amount (D) Price	(Instr. 3 and 4)		
			Coue v	Amount (D) Thee			
Common					11 013 5006	<b>D</b> (1)	

11,913.5096 Stock

Common By  $401(k)^{(2)}$ 15,629.1553 Stock

Deferred Common 48,327.866 I Compensation Stock (3)

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

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SEC 1474 (9-02)

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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 op 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)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
SAR14 (4)	\$ 38.59	02/29/2008		A	5,250	02/28/2009	02/28/2018	SAR	5,250
SAR14a (4)	\$ 38.59	02/29/2008		A	5,250	02/28/2010	02/28/2018	SAR	5,250
SAR14b (4)	\$ 38.59	02/29/2008		A	5,250	02/28/2011	02/28/2018	SAR	5,250
SAR14c (4)	\$ 38.59	02/29/2008		A	5,250	02/29/2012	02/28/2018	SAR	5,250
SAR 06 (5)	\$ 41.05					03/04/2006	03/04/2015	SAR	1,175
SAR 06 a (5)	\$ 41.05					03/04/2007	03/04/2015	SAR	1,175
SAR 06 b (5)	\$ 41.05					03/04/2008	03/04/2015	SAR	1,175
SAR 06 c (5)	\$ 41.05					03/04/2009	03/04/2015	SAR	1,175
SAR 11 (5)	\$ 43.46					03/05/2008	03/05/2017	SAR	4,075
SAR 11a (5)	\$ 43.46					03/05/2009	03/05/2017	SAR	4,075
SAR 11b (5)	\$ 43.46					03/05/2010	03/05/2017	SAR	4,075
SAR 11c (5)	\$ 43.46					03/05/2011	03/05/2017	SAR	4,075
SAR 3 3 06 (5)	\$ 48.6					03/03/2007	03/03/2016	SAR	1,400
	\$ 48.6					03/03/2008	03/03/2016	SAR	1,400

8. Pric Deriva Securi (Instr.

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SAR 3 3 06 a (5)					
SAR 3 3 06 b (5)	\$ 48.6	03/03/2009	03/03/2016	SAR	1,400
SAR 3 3 06 c (5)	\$ 48.6	03/03/2010	03/03/2016	SAR	1,400
SAR 4 (5)	\$ 32	03/04/2007	03/04/2012	SAR	15,000
SAR 5 (5)	\$ 26.49	03/03/2008	03/03/2013	SAR	50,000
SAR 6	\$ 22.31	07/21/2004	03/06/2010	SAR	17,317

# **Reporting Owners**

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other	

BIELEN RICHARD J 2801 HIGHWAY 280 SOUTH BIRMINGHAM, AL 35223

Vice Chairman and CFO

## **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) 4000 Restricted stock units reported previously. Includes dividend shares acquired under the Long-Term Incentive Plan (exempt under Rule 16b-3).
- (2) Total shares held by reporting person in PLC's 401(k) & Stock Ownership Plan as of 2/29/08.
- (3) 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.
- (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).

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.

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