

PROASSURANCE CORP  
Form 4  
December 13, 2004

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
CROWE A DERRILL MD

(Last) (First) (Middle)

C/O PROASSURANCE CORPORATION, 100 BROOKWOOD PLACE

(Street)

BIRMINGHAM, AL 35209-6811

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PROASSURANCE CORP [PRA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/10/2004

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)  
Chairman / Chief Executive Officer

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                    | 12/10/2004                           |  | G                              | V 825 <sup>(1)</sup> D <u>1</u>                                   | 345,157   | D  |   |
| Common Stock                    |                                      |  |                                |   | 499,044   | I  | IRA-Sterne Agee & Leach                               |
| Common Stock                    |                                      |  |                                |   | 78,866  | I  | IRA-Smith Barney                                      |
| Common Stock                    |                                      |  |                                |   | 11,742 <sup>(2)</sup>   | I  | ProAssurance Group Savings and Retirement             |

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|              |           |   | Plan [401(k)]               |
|--------------|-----------|---|-----------------------------|
| Common Stock | 1,224     | I | Spouse                      |
| Common Stock | 1,162,791 | I | Crowe Family Partners, Ltd. |
| Common Stock | 46,928    | I | Childrens' Trusts           |

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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 33.28   |                                      |  |                                |   | 09/10/2004 <sup>(3)</sup>                                | 09/10/2014  | Common Stock | 50,000                     |
| Employee Stock Option (Right to Buy)       | \$ 22  |                                      |  |                                |   | 09/04/2003 <sup>(4)</sup>                                | 03/04/2013  | Common Stock | 40,000                     |
| Employee Stock Option (Right to Buy)       | \$ 16.8  |                                      |  |                                |   | 07/15/2002 <sup>(5)</sup>                                | 01/15/2012  | Common Stock | 60,000                     |
| Employee Stock Option                      | \$ 24.68   |                                      |  |                                |   | 06/20/2001   | 12/02/2007  | Common Stock | 109,341 <sup>(6)</sup>     |

(Right to Buy)

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |          |                         |
|--|---------------|-----------|----------|-------------------------|
|  | Director      | 10% Owner | Officer  | Other                   |
| CROWE A DERRILL MD<br>C/O PROASSURANCE CORPORATION<br>100 BROOKWOOD PLACE<br>BIRMINGHAM, AL 35209-6811 | X             |           | Chairman | Chief Executive Officer |

## Signatures

Frank B. O'Neil, Attorney-in-Fact for the Reporting Person 12/13/2004

\_\_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 given to non-minor children
- (2) These shares were allocated prior to August 29, 2002 and were exempt under Rule 16b-3
- (3) The options vest in five equal installments commencing on September 10, 2004
- (4) The options vest in five equal installments commencing on September 4, 2003
- (5) The options vest in five equal installments commencing on July 15, 2002

On June 27, 2001, in connection with the consolidation of Medical Assurance, Inc. and Professionals Group, Inc. under the ownership of ProAssurance Corporations (NYSE:PRA), each share of Medical Assurance, Inc. common stock was converted into one share of ProAssurance Corporation common stock, and each option to purchase Medical Assurance, Inc. common stock was converted into one option to purchase ProAssurance Corporation common stock. The acquisitions reported herein reflect shares of ProAssurance Corporation common stock and stock options acquired beneficially by the reporting person in exchange for the surrender of shares and stock options owned beneficially in Medical Assurance, Inc. The acquisition of ProAssurance Corporation shares and options reported herein is exempt from Section 16(b) of the Securities Exchange Act, as amended (the "Act"), by virtue of Rule 16b-3(d) promulgated under the Act.

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.