#### Edgar Filing: PROSPERITY BANCSHARES INC - Form 4

#### PROSPERITY BANCSHARES INC

Form 4 June 01, 2005

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2 Jaguar Nama and Tiakar or Trading

**OMB** Number:

3235-0287 January 31,

Expires: 2005

**OMB APPROVAL** 

Estimated average 0.5

burden hours per response...

5 Relationship of Reporting Person(s) to

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

obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

HOLLAWAY DAVID			2. Issuer Name and Ticker or Trading Symbol PROSPERITY BANCSHARES INC [PRSP]				C	Issuer (Check all applicable)			
(Last) 1301 N. MEC	(Last) (First) (Middle) 1301 N. MECHANIC			3. Date of Earliest Transaction (Month/Day/Year) 05/31/2005				Director 10% Owner _X_ Officer (give title Other (specify below) below) Chief Financial Officer			
EL CAMPO,	(Street) TX 77437			endment, Da nth/Day/Year		ıl		6. Individual or Jo Applicable Line) _X_ Form filed by C	int/Group Filin	g(Check	
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
	. Transaction D Month/Day/Yea	r) Executio any	med n Date, if Day/Year)	3. Transactic Code (Instr. 8)	(Instr. 3,	spose	d of (D)	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 0	5/31/2005			M	8,000	A	\$ 2.2013	84,000	D		
Common Stock								954	I	Through spouse 401(k) plan	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  Persons who respond to the collection of SEC 1474											

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1

(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)	4. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		cisable and Pate (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)	\$ 2.2013	05/31/2005		M	8,000	<u>(1)</u>	05/31/2005	Common Stock	8,000

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HOLLAWAY DAVID 1301 N. MECHANIC EL CAMPO, TX 77437

Chief Financial Officer

## **Signatures**

David Hollaway 06/01/2005

\*\*Signature of 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) The option vested 50% on 5/31/2000 and 10% annually thereafter.
- (2) There was no price associated with the stock option grant.

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.

Reporting Owners 2