ADAMO VICTOR T

Form 4

Common

Stock

December 02, 2005

December (02, 2005							
FORM	ЛД					_	B APPROVAL	
	ONITED	STATES SE	CCURITIES AND EXWashington, D.C. 2		COMMISSIO	N OMB Number		
if no los subject Section Form 4 Form 5 obligati may co	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction See Instruction STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES SECURITIES SECURITIES Expires: January 3 20 20 20 20 20 20 20 20 20 20 20 20 20							
(Print or Type	Responses)							
1. Name and Address of Reporting Person * ADAMO VICTOR T			. Issuer Name and Ticker mbol ROASSURANCE CO	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) C/O PROASSURANCE CORPORATION, 100 BROOKWOOD PLACE			Date of Earliest Transactic onth/Day/Year) /01/2005	_X_ Director 10% Owner _X_ Officer (give title _X_ Other (specify below) below) Vice-Chairman and President / Chief Operating Officer				
			If Amendment, Date Origi ed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
BIRMING	HAM, AL 35209	-6811			Form filed by Person			
(City)	(State)	(Zip)	Table I - Non-Derivativ	e Securities Ac	quired, Disposed	of, or Benefi	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	e, if Transaction(A) or D Code (Instr. 3,	4 and 5) (A) or	Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/01/2005		A(1) V 25	A \$ 50.13	94,792	D		

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

ProAssurance

Retirement

Plan [401 (k)]

Group Savings and

(2)

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SEC 1474 (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. Transactic Code (Instr. 8)	5. orNumber 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)	\$ 41.15					09/10/2005(3)	09/10/2015	Common Stock	37,500	
Employee Stock Option (Right to Buy)	\$ 33.28					09/10/2004(4)	09/10/2014	Common Stock	37,500	
Employee Stock Option (Right to Buy)	\$ 22					09/04/2003(5)	03/04/2013	Common Stock	15,000	
Employee Stock Option (Right to Buy)	\$ 16.8					07/15/2002 <u>(6)</u>	01/15/2012	Common Stock	15,000	

Reporting Owners

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

Reporting Owners 2

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X

ADAMO VICTOR T C/O PROASSURANCE CORPORATION 100 BROOKWOOD PLACE BIRMINGHAM, AL 35209-6811

Vice-Chairman and President Chief Operating
Officer

Signatures

Victor T. Adamo 12/02/2005

**Signature of Date
Reporting Person

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).
 - Shares granted pursuant to ProAsssurance's Longevity Award program were approved and awarded to all eligible employees on
- (1) December 1, 2005. The acquisition of ProAssurance Corporation shares reported herein is exempt from Section 16(b) of the Securities Exchange Act, as amanded (the "Act"), by virtue of Rule 16b-3(d) promulgated under the Act.
- (2) These shares were allocated prior to August 29, 2002 and were exepmt under Rule 16b-3
- (3) The options vest in five equal, yearly installments commencing on September 10, 2005
- (4) The options vest in five equal, yearly installments commencing on September 10, 2004
- (5) The options vest in five equal, yearly installments commencing on September 4, 2003
- (6) The options vest in five equal, yearly installments commencing on July 15, 2002

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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