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PROTECTIVE LIFE CORP
Form 8-A12B
August 16, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

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|---|--|
| PROTECTIVE LIFE CORPORATION | PLC CAPITAL TRUST III |
| (Exact name of registrant as specified in its charter) | (Exact name of registrant as specified in Trust Agreements) |
| DELAWARE | DELAWARE |
| (State of incorporation or organization of registrant) | (State of incorporation or organization of each registrant) |
| 95-2492236 | 72-6182543 |
| (I.R.S. Employer Identification No.) | (I.R.S. Employer Identification No.) |
| c/o DEBORAH J. LONG, ESQ. SENIOR VICE PRESIDENT, SECRETARY & GENERAL COUNSEL PROTECTIVE LIFE CORPORATION 2801 HIGHWAY 280 SOUTH BIRMINGHAM, ALABAMA | |
| (Address of principal executive offices of each registrant) | |
| 35223 | |
| (Zip Code) | |

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|---|---|
| Trust Originated Preferred Securities ("TOPrS"), to be issued by PLC Capital Trust III and the Preferred Securities Guarantee by Protective Life Corporation with respect thereto | New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. []

Securities Act registration statement file number to which this form

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relates: 333-80769

Securities to be registered pursuant to Section 12(g) of the Act: None

1

Item 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The Trust Originated Preferred Securities (the "Preferred Securities") of PLC Capital Trust III ("PLC Capital"), guaranteed by Protective Life Corporation to the extent set forth in the form of Preferred Securities Guarantee (the "Preferred Securities Guarantee") of Protective Life Corporation (the "Company"), represent undivided beneficial interests in the assets of PLC Capital. The Preferred Securities and the Preferred Securities Guarantee were registered on a delayed (shelf) basis with the Securities and Exchange Commission in 1999. The descriptions of the Preferred Securities and the Preferred Securities Guarantee are set forth under the captions "Description of Securities" in the Prospectus Supplement to be subsequently filed by the Company and PLC Capital pursuant to Rule 424(b) under the Securities Act as a supplement to the base Prospectus filed in the Company's and PLC Capital's Registration Statement on Form S-3 (Registration No. 333-80769), filed with the Securities and Exchange Commission on June 16, 1999 and which became effective on July 13, 1999.

Item 2. EXHIBITS.

- 1.01 Registration Statement on Form S-3 (Registration No. 333-80769) filed with the Securities and Exchange Commission on June 16, 1999 by Protective Life Corporation and PLC Capital Trust III, as amended (the "Registration Statement"), is incorporated herein by reference.
- 4.01 Subordinated Indenture, dated as of June 1, 1994, between Protective Life Corporation and The Bank of New York (as successor to AmSouth Bank), as Trustee (incorporated by reference to Exhibit 4(h) to Protective Life Corporation's Current Report on Form 8-K filed June 17, 1994).
- 4.02 Supplemental Indenture No. 1, dated as of June 9, 1994, to the Subordinated Indenture between Protective Life Corporation and The Bank of New York (as successor to AmSouth Bank), as Trustee (incorporated by reference to Exhibit 4(h)(1) to Protective Life Corporation's Current Report on Form 8-K filed June 17, 1994).
- 4.03 Supplemental Indenture No. 2, dated as of August 1, 1994, to the Subordinated Indenture between Protective Life Corporation and The Bank of New York (as successor to AmSouth Bank), as Trustee (incorporated by reference to Exhibit 4(1) to Protective Life Corporation's Registration Statement on Form S-3 (Registration No. 33-55063)).
- 4.04 Supplemental Indenture No.3, dated as of April 29, 1997, to the Subordinated Indenture between Protective Life Corporation and The Bank of New York (as successor to AmSouth Bank), as Trustee (incorporated herein by

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reference to Exhibit 4(g) to Protective Life Corporation's Registration Statement on Form S-3 (Registration No. 333-25027)).

- 4.05 Supplemental Indenture No. 4, dated November 20, 1997, to the Subordinated Indenture between Protective Life Corporation and The Bank of New York (as successor to AmSouth Bank), as Trustee (incorporated herein by reference to Exhibit 4(m) to Protective Life Corporation's Current Report on Form 8-K filed December 5, 1997).
- 4.06 Form of Supplemental Indenture No. 5 to the Subordinated Indenture between Protective Life Corporation and The Bank of New York (as successor to AmSouth Bank), as Trustee.
- 4.07 Declaration of Trust of PLC Capital Trust III, dated as of July 1, 1999, between Protective Life Corporation, as Sponsor, and Wilmington Trust Company, as Trustee (incorporated herein by reference to Exhibit 4(ee) to Protective's Registration Statement on Form S-3 (333-30905)).

2

- 4.08 Form of Amended and Restated Declaration of Trust of PLC Capital Trust III, between Protective Life Corporation, as Sponsor, and Wilmington Trust Company, as Indenture Trustee and Delaware Trustee.
- 4.09 Form of Preferred Securities Guarantee, between Protective Life Corporation, as Guarantor, and Wilmington Trust Company, as Guarantee Trustee (incorporated herein by reference to Exhibit 4(w) to Protective's Registration Statement on Form S-3 (333-30905)).
- 4.10 Form of Certificate of Trust Originated Preferred Security (incorporated herein by reference to Exhibit 4(q) to Protective's Registration Statement on Form S-3 (333-30905)).

3

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrants have duly caused this Registration Statement to be signed on their behalf by the undersigned, thereto duly authorized.

PROTECTIVE LIFE CORPORATION

By: /s/ Deborah J. Long

Deborah J. Long

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Senior Vice President, Secretary
and General Counsel

PLC CAPITAL TRUST III

By: /s/ Jerry W. Defoor

Jerry W. DeFoor
Regular Trustee

Dated: August 16, 2001