

JOHNS JOHN D
Form 4/A
June 08, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
JOHNS JOHN D

2. Issuer Name and Ticker or Trading Symbol
PROTECTIVE LIFE CORP [PL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2801 HIGHWAY 280 SOUTH

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/05/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President

BIRMINGHAM, AL 35223

4. If Amendment, Date Original Filed (Month/Day/Year)
06/07/2006

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/05/2006 | | F | 6,720 A \$ 45.412 | 17,352 | D | |
| Common Stock | 06/05/2006 | | A | 4,346 D \$ 45.412 | 13,006 | D | |
| Common Stock | 06/05/2006 | | A | 105,280 A \$ 45.412 | 269,948.5715 | I | Deferred Compensation ⁽¹⁾ |
| Common Stock | | | | | 9,097.4008 | I | By 401(k) ⁽²⁾ |
| Common Stock | | | | | 2,400 | I | By wife ⁽³⁾ |

| | | | |
|--------------|-----|---|--|
| Common Stock | 600 | I | By wife as co-trustee of Trust ⁽³⁾ |
| Common Stock | 600 | I | By wife as custodian for Daughter ⁽³⁾ |
| Common Stock | 600 | I | by wife as custodian for son ⁽³⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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. 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) | 8. Price of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| SAR 06 ⁽⁴⁾ | \$ 41.05 | | | | | 03/04/2006 | 03/04/2015 | SAR | 23,200 |
| SAR 2 ⁽⁴⁾ | \$ 22.31 | | | | | 03/06/2005 | 03/06/2010 | SAR | 50,000 |
| SAR 3 3 06 ⁽⁴⁾ | \$ 48.6 | | | | | 03/03/2007 | 03/03/2016 | SAR | 6,325 |
| SAR 3 3 06 a ⁽⁴⁾ | \$ 48.6 | | | | | 03/03/2008 | 03/03/2016 | SAR | 6,325 |
| SAR 3 3 06 b ⁽⁴⁾ | \$ 48.6 | | | | | 03/03/2009 | 03/03/2016 | SAR | 6,325 |
| SAR 3 3 06 c ⁽⁴⁾ | \$ 48.6 | | | | | 03/03/2010 | 03/03/2016 | SAR | 6,325 |
| SAR 4 ⁽⁴⁾ | \$ 32 | | | | | 03/04/2007 | 03/04/2012 | SAR | 300,000 |

SAR 6
(4) \$ 22.31

07/21/2004 03/06/2010 SAR 116,302

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNS JOHN D 2801 HIGHWAY 280 SOUTH BIRMINGHAM, AL 35223 | | | President | |

Signatures

| | |
|---|------------|
| By: by Harriette Hyche | 06/07/2006 |
| Attorney-in-Fact for | |
| <u> </u> 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 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.
- (2) Total Shares held by reporting person in PLC's 401(k) & Stock Ownership Plan as of 05/31/06
- (3) I disclaim beneficial ownership of such shares.
- (4) 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.