PROTECTIVE LIFE CORP

Form 4 May 18, 2005

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCMAHON JOHN J JR			. Issuer Name a n mbol	ila frenci or fraamg	5. Relationship of Reporting Person(s) to Issuer			
			ROTECTIVE	LIFE CORP [PL]	(Check all applicable)			
(Last)	(First)	(Middle) 3. I	Date of Earliest	Transaction				
		(Mo	onth/Day/Year)	<u>-</u>	_X_ Director	10%	Owner	
2801 HIGHWAY 280 SOUTH			/17/2005	Ī	Officer (give title below) Other (specify below)			
(Street)			f Amendment,	Date Original	6. Individual or Joint/Group Filing(Check			
		File	ed(Month/Day/Ye		Applicable Line) _X_ Form filed by On	e Reporting Per	son	
BIRMING	GHAM, AL 35223				Form filed by Mo	re than One Rep	porting	
(City)	(State)	(Zip)	Table I - Non	-Derivative Securities Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A) o	r 5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date,	, if Transaction	orDisposed of (D)	Securities	Ownership	Indirect Benef	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Ownership	
		(Month/Day/Ye	ear) (Instr. 8)		Owned	Direct (D)	(Instr. 4)	
					Following	or Indirect		
				(A)	Reported	(I)		
				or	Transaction(s)	(Instr. 4)		

Common 05/17/2005 150.6515 A 23,082.7518 I Compensation Stock 38.375

Amount

or

(D)

Price

Common By McLoud 77,938 Ι Stock Investments (2)

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

Code V

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Instr. 3 and 4)

ficial

Deferred

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other MCMAHON JOHN J JR

2801 HIGHWAY 280 SOUTH X BIRMINGHAM, AL 35223

Signatures

By: by Harriette Hyche 05/18/2005 Attorney-in-Fact for

> **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 the PLC Def. Comp. Plan for Directors who are not Officers of the Corporation (exempt under Rule 16b-3).
- (2) I disclaim beneficial ownership of such shares.

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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