

RITCHIE ALLEN W

Form 4/A

June 08, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RITCHIE ALLEN W

(Last) (First) (Middle)

2801 HIGHWAY 280 SOUTH

(Street)

BIRMINGHAM, AL 35223

(City) (State) (Zip)

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

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

06/05/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Exec VP

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

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)
Common Stock	06/05/2006		A	680	A \$ 45.412	910	D
Common Stock	06/05/2006		F	372	D \$ 45.412	538	D
Common Stock	06/05/2006		A	10,654.4	A \$ 45.412	38,324.4579	I
Common Stock						984.7122	I
							Deferred Compensation (1)
							By 401(k) (2)

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

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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. 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)	
SAR 06 (3)	\$ 41.05					03/04/2006	03/04/2015	SAR 7,700
SAR 3 (3)	\$ 31.26					09/05/2006	09/05/2011	SAR 50,000
SAR 3 3 06 (3)	\$ 48.6					03/03/2007	03/03/2016	SAR 2,125
SAR 3 3 06 a (3)	\$ 48.6					03/03/2008	03/03/2016	SAR 2,125
SAR 3 3 06 b (3)	\$ 48.6					03/03/2009	03/03/2016	SAR 2,125
SAR 3 3 06 c (3)	\$ 48.6					03/03/2010	03/03/2016	SAR 2,125
SAR 4 (3)	\$ 32					03/04/2007	03/04/2012	SAR 30,000
SAR 5 (3)	\$ 26.49					03/03/2008	03/03/2013	SAR 15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RITCHIE ALLEN W 2801 HIGHWAY 280 SOUTH BIRMINGHAM, AL 35223			Exec VP	

Signatures

By: by Harriette Hyche
Attorney-in-Fact for

06/07/2006

__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) 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.

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