

PROTECTIVE LIFE CORP  
Form 10-Q/A  
June 27, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D. C. 20549

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**FORM 10-Q/A**

(Amendment No. 1)

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the quarterly period ended March 31, 2011**

**or**

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the transition period from                      to**

**Commission File Number 001-11339**

**Protective Life Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation or organization)

**95-2492236**

(IRS Employer Identification Number)

**2801 Highway 280 South**

**Birmingham, Alabama 35223**

(Address of principal executive offices and zip code)

**(205) 268-1000**

(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated Filer

Non-accelerated filer

Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Number of shares of Common Stock, \$0.50 Par Value, outstanding as of April 25, 2011: 85,705,659

**EXPLANATORY NOTE**

Protective Life Corporation (the Company) is filing this Amendment No. 1 on Form 10-Q/A (Amendment No. 1) to amend its Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2011, originally filed with the Securities and Exchange Commission (the SEC) on May 6, 2011 (the Original Quarterly Report). The Company is filing this Amendment No. 1 for the sole purpose of disclosing information under Item 5(a) of Part II of Form 10-Q relating to information that was required to be disclosed by the Company in a Current Report on Form 8-K during the period covered by the Original Quarterly Report, but which was not reported on a Form 8-K during that period.

In accordance with Rule 12b-15 under the Securities Exchange Act of 1934 (the Exchange Act), this Amendment No. 1 on Form 10-Q/A sets forth the complete text of Item 5 of Part II of the Company's Form 10-Q for the period ended March 31, 2011, and also includes new certifications under §302 of the Sarbanes Oxley Act of 2002 and 18 U.S.C. Section 1350 as Exhibits 31(a) and 31(b) and 32(a) and 32(b), respectively. Except as described above, this Amendment No. 1 does not modify or update the disclosures presented in, or exhibits to, the Original Quarterly Report in any way. Those sections of and exhibits to the Original Quarterly Report that are unaffected by this Amendment No. 1 are not included herein. This Amendment No. 1 continues to speak as of the date of the Original Quarterly Report. Furthermore, this Amendment No. 1 does not reflect events occurring after the filing of the Original Quarterly Report. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Quarterly Report, as well as the Company's other filings made with the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act subsequent to the filing of the Original Quarterly Report.

**PART II**

**Item 5. Other Information**

On February 7, 2011, the Board of Directors (the Board) of Protective Life Corporation (the Company), upon recommendation of its Corporate Governance and Nominating Committee, elected Messrs. Robert O. Burton and Jesse J. Spikes to the Board, effective February 7, 2011. Messrs. Burton and Spikes were also appointed members of the Finance and Investments Committee of the Board on such date. As of the date of their election to the Board, Messrs. Burton and Spikes became participants in the Company's Director Compensation Program, as this program was in effect on such date and as was described in the Company's 2010 Proxy Statement.

**Item 6. Exhibits**

The following exhibits are filed with this Current Report on Form 10-Q/A:

Exhibit 31(a) - Certification Pursuant to §302 of the Sarbanes Oxley Act of 2002.

Exhibit 31(b) - Certification Pursuant to §302 of the Sarbanes Oxley Act of 2002.

Exhibit 32(a) - Certification Pursuant to 18 U.S.C. §1350, as Adopted Pursuant to Section 906 of the Sarbanes Oxley Act of 2002.

Exhibit 32(b) - Certification Pursuant to 18 U.S.C. §1350, as Adopted Pursuant to Section 906 of the Sarbanes Oxley Act of 2002.

**SIGNATURE**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PROTECTIVE LIFE CORPORATION

Date: June 27, 2011

By: */s/ Steven G. Walker*  
Steven G. Walker  
Senior Vice President, Controller  
and Chief Accounting Officer