WILSON JUDY Form 4 June 07, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

Number: January 31, Expires: 2005

OMB APPROVAL

Form 4 or

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

Estimated average burden hours per response... 0.5

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 * **WILSON JUDY**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol PROTECTIVE LIFE CORP [PL]

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

2801 HIGHWAY 280 SOUTH

(Month/Day/Year) 06/05/2006

Director 10% Owner X_ Officer (give title _ Other (specify below)

below) Sr. VP

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

BIRMINGHAM, AL 35223

(City)	(State)	(Zip) Tal	ble I - Non-	-Derivativ	e Seci	ırities A	Acquired, Dispos	ed of, or Bene	eficially 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)	1 '		5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	06/05/2006		A	3,450	A	\$0	10,389	D	
Common Stock	06/05/2006		F	1,120	D	\$0	9,269	D	
Common Stock							7,807.1849	I	By 401(k) (1)
Common Stock							22,873.6492	I	Deferred Compensation

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

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SEC 1474 (9-02)

8. Price of Derivative Security (Instr. 5)

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 Exercis	sable and	7. Title	and
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	orNumber	Expiration Dat	e	Amoun	it of
Security	or Exercise		any	Code	of	(Month/Day/Y	ear)	Underly	ying
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies
	Derivative				Securities			(Instr. 3	3 and 4)
	Security				Acquired				
					(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
						Date	Expiration	Title	Amount
				Code V	(A) (D)	Exercisable	Date		Number of Shares
SAR 10 (3)	\$ 41.05					03/04/2010	03/04/2015	SAR	5,000
SAR 4 (3)	\$ 32					03/04/2007	03/04/2012	SAR	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WILSON JUDY 2801 HIGHWAY 280 SOUTH BIRMINGHAM, AL 35223			Sr. 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) Total Shares held by reporting person in PLC's 401(k) & Stock Ownership Plan as of 05/31/06
- (2) 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.
- (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.

Reporting Owners 2

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