

PROTECTIVE LIFE CORP
Form S-8 POS
March 14, 2002

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As filed with the Securities and Exchange Commission on March 14, 2002.

Registration No. 333-32420

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PROTECTIVE LIFE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

2801 Highway 280 South
Birmingham, Alabama 35223

1997 Long-Term Incentive Plan
1996 Stock Incentive Plan
(Full title of the Plan)

Deborah J. Long, Esq.
Vice President, General Counsel and Secretary
2801 Highway 280 South
Birmingham, Alabama 35223
(205) 868-3885

(Name, address and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$.50 per share	4,000,000	\$21.75(2)	\$87,000,000	\$22,968

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Name	Title	Date
/s/ JOHN D. JOHNS	President and Chief Executive Officer; Director	March 13, 2002
John D. Johns		
/s/ ALLEN W. RITCHIE	Executive Vice President and Chief Financial Officer	March 13, 2002
Allen W. Ritchie		
*	Vice President and Controller	
Jerry W. DeFoor		
*	Chairman of the Board	
Drayton Nabers, Jr.		
*	Director	
William J. Cabaniss, Jr.		
*	Director	
John J. McMahon, Jr.		
*	Director	
A. W. Dahlberg		
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*	Director	
James S. M. French		
*	Director	
Robert A. Yellowlees		
*	Director	
Donald M. James		
*	Director	
J. Gary Cooper		
*	Director	
H. Corbin Day		

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W. Michael Warren, Jr.

Director

Susan Molinari

Director

*By: /s/ NANCY KANE

Nancy Kane
Attorney-in-Fact

March 13, 2002

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PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

SIGNATURES