

PROTECTIVE LIFE CORP
Form 5
February 13, 2003

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| FORM 5 |
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**ANNUAL STATEMENT OF
CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.
See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person*

| | |
|----------|------------------------|
| (Last) | Cooper |
| (First) | Gary |
| (Middle) | J. |
| (Street) | 2801 Highway 280 South |
| (City) | Birmingham |
| (State) | Alabama |
| (Zip) | 35223 |

2. Issuer Name **and** Ticker or Trading Symbol

| | |
|----------------------------|-----------------------------|
| (Issuer Name) | Protective Life Corporation |
| (Ticker or Trading Symbol) | PL |

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

| | |
|---------------|--|
| (I.D. Number) | |
|---------------|--|

4. Statement for Month/Year

| | |
|---------|-------------|
| (Month) | December 31 |
| (Year) | 2002 |

5. If Amendment, Date of Original (Month/Day/Year)

| | |
|-------------|--|
| (Month/Day) | |
| (Year) | |

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X

| | |
|---|-----------------------------|
| X | (Director) |
| | (Officer, give title below) |
| | |
| | (10% Owner) |
| | (Other, specify below) |
| | |

7. Individual or Joint/Group Filing (Check Applicable Line)

X

| | |
|---|--|
| 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 at End of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|---|---|---|---------------|-------|--|---|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/13/02 | | A | 650 | A | 31.19 | 2,350 | D | 1 |
| 1. Shares acquired by reporting person as part of Director annual compensation. | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion or Exercise | 3. Transaction Date | 3A. Deemed Execution | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) | 6. Date Exercisable and Expiration Date |
|---------------------------|------------------------------|------------------------|-------------------------|------------------------|--|--|
|---------------------------|------------------------------|------------------------|-------------------------|------------------------|--|--|

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**Intentional misstatements or omissions of facts constitute
Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ GARY J. COOPER
**Signature of Reporting Person

30 JANUARY, 2003
Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.