

PROSPERITY BANCSHARES INC
Form 4
January 31, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hunter D Michael

2. Issuer Name and Ticker or Trading Symbol
PROSPERITY BANCSHARES INC
[PRSP]

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

(Last) (First) (Middle)
1505 HWY 35 NORTH
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2008

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

ROCKPORT, TX 78382
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/30/2008		S	1,700 D	\$ 27.44	38,903	D
Common Stock	01/30/2008		S	4,800 D	\$ 27.4435	34,103	D
Common Stock	01/30/2008		S	8,100 D	\$ 27.4494	26,003	D
Common Stock	01/30/2008		S	3,000 D	\$ 27.4536	23,003	D
Common Stock	01/30/2008		S	1,900 D	\$ 27.4658	21,103	D

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Common Stock	01/30/2008	S	2,900	D	\$ 27.4659	18,203	D	
Common Stock	01/30/2008	S	1,300	D	\$ 27.4909	16,903	D	
Common Stock	01/30/2008	S	1,100	D	\$ 27.5174	15,803	D	
Common Stock	01/30/2008	S	1,400	D	\$ 27.5855	14,403	D	
Common Stock	01/30/2008	S	2,300	D	\$ 27.7146	12,103	D	
Common Stock	01/30/2008	S	1,400	D	\$ 27.7218	10,703	D	
Common Stock	01/30/2008	S	1,600	D	\$ 27.8017	9,103	D	
Common Stock	01/30/2008	S	1,100	D	\$ 27.8425	8,003	D	
Common Stock	01/30/2008	S	6,300	D	\$ 27.8565	1,703	D	
Common Stock	01/30/2008	S	500	D	\$ 27.29	1,203	D	
Common Stock	01/30/2008	S	3	D	\$ 27.31	1,200	D	
Common Stock	01/30/2008	S	300	D	\$ 27.32	900	D	
Common Stock	01/30/2008	S	100	D	\$ 27.33	800	D	
Common Stock	01/30/2008	S	700	D	\$ 27.34	100	D	
Common Stock	01/30/2008	S	100	D	\$ 27.38	0	D	
Common Stock						9,427	I	Through IRA

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

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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)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hunter D Michael 1505 HWY 35 NORTH ROCKPORT, TX 78382	X			

Signatures

/s/ Michael
Hunter 01/31/2008
 **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).

Remarks:

The information related to this transaction is reported on multiple Form 4s. This Form representing (3 of 3).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.