

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)
				Code	V Amount Price			
Common Stock	01/30/2008		S	9,500	D	\$ 26.7132 287,232	D	
Common Stock	01/30/2008		S	5,000	D	\$ 26.7549 282,232	D	
Common Stock	01/30/2008		S	5,000	D	\$ 26.8314 277,232	D	
Common Stock	01/30/2008		S	2,300	D	\$ 26.864 274,932	D	
Common Stock	01/30/2008		S	2,900	D	\$ 26.8691 272,032	D	

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Common Stock	01/30/2008	S	9,300	D	\$ 26.9202	262,732	D
Common Stock	01/30/2008	S	3,900	D	\$ 26.9232	258,832	D
Common Stock	01/30/2008	S	8,300	D	\$ 26.9315	250,532	D
Common Stock	01/30/2008	S	3,600	D	\$ 26.9626	246,932	D
Common Stock	01/30/2008	S	10,000	D	\$ 26.9752	236,932	D
Common Stock	01/30/2008	S	3,200	D	\$ 26.9778	233,732	D
Common Stock	01/30/2008	S	1,500	D	\$ 27.0002	232,232	D
Common Stock	01/30/2008	S	16,732	D	\$ 27.0005	215,500	D
Common Stock	01/30/2008	S	17,900	D	\$ 27.0067	197,600	D
Common Stock	01/30/2008	S	7,100	D	\$ 27.0188	190,500	D
Common Stock	01/30/2008	S	1,600	D	\$ 27.0237	188,900	D
Common Stock	01/30/2008	S	6,500	D	\$ 27.0408	182,400	D
Common Stock	01/30/2008	S	3,000	D	\$ 27.0996	179,400	D
Common Stock	01/30/2008	S	10,000	D	\$ 27.1141	169,400	D
Common Stock	01/30/2008	S	2,700	D	\$ 27.1376	166,700	D
Common Stock	01/30/2008	S	9,500	D	\$ 27.1477	157,200	D
Common Stock	01/30/2008	S	5,600	D	\$ 27.1861	151,600	D
Common Stock	01/30/2008	S	6,600	D	\$ 27.1956	145,000	D
Common Stock	01/30/2008	S	8,500	D	\$ 27.2075	136,500	D
Common Stock	01/30/2008	S	2,500	D	\$ 27.234	134,000	D

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

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

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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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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 (1 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.
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