

Hunter D Michael
 Form 4
 March 25, 2008

FORM 4

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

OMB APPROVAL

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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 HIGHWAY 35 NORTH
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/25/2008

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/24/2008		S		5,702 D \$ 30.2225	69,100	D
Common Stock	03/24/2008		S		5,600 D \$ 30.2755	63,500	D
Common Stock	03/24/2008		S		1,200 D \$ 30.2504	62,300	D
Common Stock	03/24/2008		S		6,700 D \$ 30.2675	55,600	D
Common Stock	03/24/2008		S		1,700 D \$ 30.332	53,900	D

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Common Stock	03/24/2008	S	3,500	D	\$ 30.3452	50,400	D	
Common Stock	03/24/2008	S	1,100	D	\$ 30.3608	49,300	D	
Common Stock	03/24/2008	S	2,000	D	\$ 30.3738	47,300	D	
Common Stock	03/24/2008	S	3,200	D	\$ 30.3915	44,100	D	
Common Stock	03/24/2008	S	1,800	D	\$ 30.3886	42,300	D	
Common Stock	03/24/2008	S	3,100	D	\$ 30.4021	39,200	D	
Common stock	03/24/2008	S	2,300	D	\$ 30.45	36,900	D	
Common Stock	03/24/2008	S	2,100	D	\$ 30.4504	34,800	D	
Common Stock	03/24/2008	S	2,800	D	\$ 30.4739	32,000	D	
Common Stock	03/24/2008	S	1,900	D	\$ 30.5001	30,100	D	
Common Stock	03/24/2008	S	6,900	D	\$ 30.5062	23,200	D	
Common Stock	03/24/2008	S	2,300	D	\$ 30.5999	20,900	D	
Common Stock	03/24/2008	S	3,100	D	\$ 30.6252	17,800	D	
Common stock	03/24/2008	S	4,600	D	\$ 30.6526	13,200	D	
Common Stock	03/24/2008	S	5,400	D	\$ 30.672	7,800	D	
Common Stock	03/24/2008	S	3,000	D	\$ 31	4,800	D	
Common Stock	03/24/2008	S	1,500	D	\$ 31.0012	3,300	D	
Common Stock	03/24/2008	S	3,300	D	\$ 31.0583	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.

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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 Beneficially Owned (Instr. 5)
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Reporting Owners

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

Signatures

/s/ D. Michael
Hunter 03/25/2008

__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).

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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