Edgar Filing: PROSPERITY BANCSHARES INC - Form 4

PROSPERIT Form 4 April 29, 20	FY BANCSHAF	RES INC									
FORM									OMB AF	PROVAL	
-	UNITED	STATES	TATES SECURITIES AND EXCHANGE C Washington, D.C. 20549					OMMISSION	OMB Number:	3235-0287	
Check th if no lon; subject to Section 1 Form 4 c	ser STATE 6.	STATEMENT OF CHAN				ICIA	NERSHIP OF	Expires: January 31 2005 Estimated average burden hours per response 0.5			
Form 5 obligations may continue. See Instruction 1(b). 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							0.0				
(Print or Type]	Responses)										
1. Name and Address of Reporting Person <u>*</u> FAGAN WILLIAM			2. Issuer Name and Ticker or Trading Symbol PROSPERITY BANCSHARES INC					5. Relationship of Reporting Person(s) to Issuer			
		[PRSP]					(Check all applicable)				
(Last) (First) (Middle) 714 FM 1960 WEST, SUITE 108			3. Date of Earliest Transaction (Month/Day/Year) 04/26/2005					XDirector10% Owner Officer (give titleOther (specify below)Other (specify			
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON						Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative	Secur	rities Acqu	uired, Disposed of	, or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)) Execution any		3. Transactio Code (Instr. 8)	4. Securi n(A) or Di (Instr. 3,	spose	d of (D)	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)	
Common Stock	04/26/2005			Code V A	Amount 3,800	(D) A	Price \$ 98,800	(insu: 3 and 4) 820,498	D		
Common Stock								80,041	Ι	By spouse	

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationsh				
1	Director	10% Owner	Officer	Other		
FAGAN WILLIAM 714 FM 1960 WEST, SUITE 108 HOUSTON, TX 77090	Х					
Signatures						
Peter Fisher, Attorney in Fact for V Fagan	Villiam	04	1/29/2005	5		
** 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. 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.