

PROCENTURY CORP  
Form 4  
August 04, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**WOODWARD ROBERT J JR**

2. Issuer Name and Ticker or Trading Symbol  
**PROCENTURY CORP [PROS]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**431 CARDINAL LANE**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/31/2008**

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

**POWELL, OH 43065**  
  
(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)
Common Shares	07/31/2008		D	2,000	D 0	D	

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.**

SEC 1474 (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. D S (I	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 10.5	07/31/2008		D <sup>(2)</sup>	1,000	03/22/2006	03/22/2015	Common Shares	1,000
Stock Option	\$ 10.2	07/31/2008		D <sup>(2)</sup>	2,000	06/01/2006	06/01/2015	Common Shares	2,000
Stock Option	\$ 13.04	07/31/2008		D <sup>(2)</sup>	2,000	06/01/2007	06/01/2016	Common Shares	2,000
Stock Option	\$ 18.7	07/31/2008		D <sup>(2)</sup>	2,000	06/01/2008	06/01/2017	Common Shares	2,000
Stock Option	\$ 17.5	07/31/2008		D <sup>(2)</sup>	3,000	06/01/2009	06/01/2018	Common Shares	3,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOODWARD ROBERT J JR 431 CARDINAL LANE POWELL, OH 43065		X		

## Signatures

Suzanne K. Hanselman by Power of Attorney 08/04/2008

\*\*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).

(1) Disposed of pursuant to the Agreement and Plan of Merger, dated February 20, 2008, among issuer, Meadowbrook Insurance Group, Inc. and MBKPC Corp., as amended (the "Merger Agreement"), in exchange for the right to receive \$20.00 in cash or 2.5000 shares of Meadowbrook common stock, as elected by reporting person, subject to proration as described in the Merger Agreement.

(2) These options to purchase common shares were canceled at the effective time of the merger in exchange for the right to receive a cash payment equal to the product of (x) the number of common shares subject to the option immediately prior to the effective time and (y) the excess of \$20.00 over the exercise price per share of the option (less any applicable withholding taxes required to be withheld with respect to the payment).

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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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