

PROSPERITY BANCSHARES INC  
Form 4  
December 26, 2013

**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 \*  
ZALMAN DAVID

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

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

(Last) (First) (Middle)

PROSPERITY BANCSHARES, INC., 4295 SAN FELIPE

3. Date of Earliest Transaction (Month/Day/Year)  
12/26/2013

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

(Street)

HOUSTON, TX 77027-2915

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

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |   |
| Common Stock                    | 12/26/2013                           |  | M                              | 70,000 A \$ 27.02   | 479,193   | D  |   |
| Common Stock                    |                                      |  |                                |   | 200,000   | I  | By Children's Trust <sup>(1)</sup>                    |
| Common Stock                    |                                      |  |                                |   | 7,920   | I  | As Custodian for minor son <sup>(2)</sup>             |
| Common                          |                                      |  |                                |   | 7,920   | I  | As  |

Stock

Custodian  
for minor  
son <sup>(3)</sup>

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)

| 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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Option                      | \$ 27.02   | 12/26/2013                           |  | M                              | 70,000  | <sup>(4)</sup>   | 10/19/2014  | Common Stock | 70,000                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| ZALMAN DAVID<br>PROSPERITY BANCSHARES, INC.<br>4295 SAN FELIPE<br>HOUSTON, TX 77027-2915 | X             |           | Chairman & CEO |       |

## Signatures

/s/ David  
Zalman

12/26/2013

\*\*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) These shares are held in trust for the benefit of the reporting person's children. The reporting person's brother is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting

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person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

- (2) Includes 134 shares acquired under the Prosperity Bancshares, Inc. dividend reinvestment plan since the last report filed by the reporting person.
- (3) Includes 134 shares acquired under the Prosperity Bancshares, Inc. dividend reinvestment plan since the last report filed by the reporting person.
- (4) The option began vesting on 10/19/2008 in annual one-fifth increments.
- (5) There was no price associated with the stock option grant.

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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