

PROSPERITY BANCSHARES INC

Form 25

December 27, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 25

NOTIFICATION OF REMOVAL FROM LISTING AND/OR

REGISTRATION UNDER SECTION 12(b) OF THE

SECURITIES EXCHANGE ACT OF 1934

Commission File Number: **000-25051**

Prosperity Bancshares, Inc.

The Nasdaq Global Select Market

(Exact name of registrant as specified in its charter, and name of Exchange where security is listed and/or registered)

Prosperity Bank Plaza, 4295 San Felipe, Houston, Texas 77027 281-269-7199

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Executive Offices)

Common Stock, \$1.00 par value
(Description of Class of Securities)

Please place an X in the box to designate the rule provision relied upon to strike the class of securities from listing and registration:

.. 17 CFR 240.12d2-2(a)(1)

.. 17 CFR 240.12d2-2(a)(2)

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- .. 17 CFR 240.12d2-2(a)(3)

- .. 17 CFR 240.12d2-2(a)(4)

- .. Pursuant to 17 CFR 240.12d2-2(b), the Exchange has complied with its rules to strike the class of securities from listing and/or withdraw registration on the Exchange.¹

- x Pursuant to 17 CFR 240.12d2-2(c), the Issuer has complied with the rules of the Exchange and the requirements of 17 CFR 240-12d2-2(c) governing the voluntary withdrawal of the class of securities from listing and registration on the Exchange.

¹ Form 25 and attached Notice will be considered compliance with the provisions of 17 CFR 240.19d-1 as applicable. See General Instructions.

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Pursuant to the requirements of the Securities Exchange Act of 1934, Prosperity Bancshares, Inc. certifies that it has reasonable grounds to believe that it meets all the requirements for filing the Form 25 and has caused this notification to be signed on its behalf by the undersigned duly authorized person.

Prosperity Bancshares, Inc.

Date: December 27, 2011

By: /s/ James D. Rollins III
James D. Rollins III
President and Chief Operating Officer