

SECURITIES AND EXCHANGE COMMISSION

FORM 3/A

[amend]

Filing Date: **2013-01-15** | Period of Report: **2012-08-21**  
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REPORTING OWNER

**Collier W.R.**

CIK: **1553075**

Type: **3/A** | Act: **34** | File No.: **001-35388** | Film No.: **13530038**

Mailing Address  
4295 SAN FELIPE  
HOUSTON TX 77027-2915

ISSUER

**PROSPERITY BANCSHARES INC**

CIK: **1068851** | IRS No.: **742331986** | State of Incorporation: **TX** | Fiscal Year End: **1231**  
SIC: **6022** State commercial banks

Mailing Address  
4295 SAN FELIPE  
HOUSTON TX 77027

Business Address  
4295 SAN FELIPE  
N/A  
HOUSTON TX 77027  
7136939300

# FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
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### INITIAL STATEMENT OF 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

<b>1. Name and Address of Reporting Person</b> <u>Collier W.R.</u> (Last) (First) (Middle) 1401 AVENUE Q (Street) LUBBOCK, TX 79401 (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 08/21/2012	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>PROSPERITY BANCSHARES INC [PB]</u> <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	<b>5. If Amendment, Date Original Filed (Month/Day/Year)</b> 08/27/2012
			<b>6. Individual or Joint/Group Filing (Check applicable line)</b> <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,947 <sup>(1)</sup>	I	By spouse
Common Stock	811 <sup>(1)</sup>	I	By spouse IRA

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Explanation of Responses:**

1. These shares were omitted from the reporting person's original Form 3, and also were omitted from one Form 4 filed by the reporting person after his original Form 3 was filed.

**Signatures**

/s/ W.R. Collier

\*\* Signature of Reporting Person

01/15/2013

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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.

**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 Number.**