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Exhibits. The following materials are filed as exhibits to this Current Report on Form 8-K:

99.1 - Press Release dated August 15, 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PROSPERITY BANCSHARES, INC.

Dated: August 16, 2002

By: /s/ James D. Rollins III

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James D. Rollins III  
Senior Vice President

EXHIBIT INDEX

Exhibit Number -----	Description -----
99.1	Press Release dated August 15, 2002.