



Item 2.02

Results of Operations and Financial Condition.

On April 14, 2011, Prosperity Bancshares, Inc. publicly disseminated a press release announcing its financial results for the first quarter ended March 31, 2011. A copy of the press release is furnished as Exhibit 99.1 hereto and incorporated herein by reference.

As provided in General Instruction B.2 to Form 8-K, the information furnished in Item 2.02 and Exhibit 99.1 of this Current Report on Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and such information shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01

Financial Statements and Exhibits.

(d) Exhibits. The following is furnished as an exhibit to this Current Report on Form 8-K:

Exhibit

Number      Description of Exhibit

99.1          Press Release issued by Prosperity Bancshares, Inc. dated April 14,  
2011

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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.  
(Registrant)

Dated: April 14, 2011

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

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EXHIBIT INDEX

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