

SECURITIES AND EXCHANGE COMMISSION

Self-Regulatory Organizations; Order Granting Application to Strike from Listing and Registration; New York Stock Exchange, Inc. (Vesta Insurance Group, Inc., Common Stock, \$.01 par value) File No. 1-12338

March 14, 2006

On February 23, 2006, the New York Stock Exchange, Inc. (“NYSE” or “Exchange”) filed an application with the Securities and Exchange Commission (“Commission”), pursuant to Section 12(d) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 12d2-2(c) thereunder,² to strike the common stock, \$.01 par value, of Vesta Insurance Group, Inc. (“Company”) from listing and registration on NYSE.

NYSE Rule 499 states that securities admitted to the list may be suspended from dealings or removed from the list at any time. In addition, Section 802.01B of the Exchange’s Listed Company Manual states, in part, that the Exchange would normally consider delisting a security of either a domestic or non-US issuer when the average global market capitalization over a consecutive 30 trading-day period is less than \$75,000,000 and, at the same time, total stockholders' equity is less than \$75,000,000.

In the opinion of the NYSE, the Security is no longer suitable for continued listing and trading on NYSE. The Exchange is taking such action because of the overall uncertainty surrounding the completion of the Company's current financial statement filing requirements with the Commission, due to the previously announced restatement of its results, and its non-compliance with NYSE's continued listing standards as outlined above. On December 17, 2005, the Company requested up to an additional three month trading period in connection with its delayed 2004 annual report and submitted a business plan to address the non-compliance with

¹ 15 U.S.C. 78l(d).

the quantitative continuing listing standards. After reviewing these materials, NYSE decided to proceed with suspension of trading as described above.

On December 28, 2005, NYSE determined that the Security should be suspended before the opening of the trading session on January 5, 2006, and directed the preparation and filing of this application with the Commission for removal of the Security from listing and registration on the Exchange. The Exchange notified the Company verbally on December 27, 2005 and by letter on December 30, 2005. The Company had a right to appeal the determination to delist the Security to a committee of the NYSE's Board of Directors provided that the Company file a written request for such review with the Secretary of the Exchange within 10 business days of receiving notice of delisting determination. The Company did not file a request to review the determination within the specified time period.

The Commission, having considered the facts stated in the application and having due regard for the public interest and protection of investors, orders that NYSE's application be, and it hereby is, granted, effective at the opening of business on March 15, 2006.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.³

Nancy M. Morris
Secretary

² 17 CFR 240.12d2-2(c).

³ 17 CFR 200.30-3(a)(1).