



**NYSE Euronext**



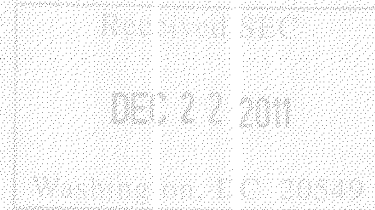
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December 22, 2011

Ms. Cecile Peters  
Chief, Information Technology  
Division of Corporation Finance  
100 F Street, NE MS 3040  
Washington, DC 20549



CERT NYS  
File No. 001-35388

Dear Ms. Peters:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, Prosperity Bancshares, Inc., Common Stock, and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on December 22, 2011. Tentative listing date – December 28, 2011.

Sincerely,