

Primerica, Inc.
Form 4
March 03, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kelly William A.

(Last) (First) (Middle)

1 PRIMERICA PARKWAY

(Street)

DULUTH, GA 30099

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Primerica, Inc. [PRI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

President of Subsidiary

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	03/01/2017		M	2,013 (1) A \$ 0	20,143	D	
Common Stock	03/01/2017		F	625 (2) D \$ 80.75	19,518	D	
Common Stock	03/01/2017		M	1,776 (1) A \$ 0	21,294	D	
Common Stock	03/01/2017		F	551 (2) D \$ 80.75	20,743	D	
Common Stock	03/01/2017		M	3,251 (1) A \$ 0	23,994	D	

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Common Stock 03/01/2017 F 1,008
 (2) D \$ 80.75 22,986 D

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

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 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Unit	(3)	02/16/2017		A	5,306 (4)	(4) (4)	Common Stock	5,306
Restricted Stock Unit	(3)	03/01/2017		M	2,013	(5) (5)	Common Stock	2,013
Restricted Stock Unit	(3)	03/01/2017		M	1,776	(5) (5)	Common Stock	1,776
Restricted Stock Unit	(3)	03/01/2017		M	3,251	(5) (5)	Common Stock	3,251

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kelly William A.
 1 PRIMERICA PARKWAY
 DULUTH, GA 30099

President of Subsidiary

Signatures

/s/ Stacey K. Geer, attorney
 in fact

03/03/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Represents RSUs vested on March 1, 2017.
- (2) Represents shares withheld to cover taxes due upon the vesting of RSUs.
- (3) Each RSU is granted under the Issuer's Amended and Restated 2010 Omnibus Incentive Plan and represents a contingent right to receive one share of PRI common stock.
- (4) The RSUs vest annually in three equal installments beginning on March 1, 2018.
- (5) The RSUs vest annually in three equal installments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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