Primerica, Inc. Form 4 March 04, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

1(b).

OMB APPROVAL

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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 * Pitts Gregory C.

(Last)

(City)

(First)

(Street)

(State)

(Middle)

1 PRIMERICA PARKWAY

(7:-

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

2. Issuer Name and Ticker or Trading Symbol

Primerica, Inc. [PRI]

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

03/01/2015

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

Executive VP and COO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DULUTH, GA 30099

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired ction(A) or Disposed of (D) (Instr. 3, 4 and 5) 8) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	03/01/2015		F	934 (1)	D	\$ 52.74	20,558	D	
Common Stock	03/01/2015		M	3,069 (2)	A	\$ 0	23,627	D	
Common Stock	03/01/2015		F	1,267 (3)	D	\$ 52.74	22,360	D	
Common Stock	03/02/2015		M	4,198 (4)	A	\$ 0	26,558	D	
Common Stock	03/02/2015		S	533 (5)	D	\$ 52.65	26,025	D	

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Common Stock	03/02/2015	S	1,031 (6)	D	\$ 52.65	24,994	D
Common Stock	03/02/2015	F	2,634 (7)	D	\$ 52.65	22,360	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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day.	Pate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(8)</u>	03/01/2015		M	3,069	<u>(9)</u>	<u>(9)</u>	Common Stock	3,069
Employee Stock Option	\$ 32.63	03/02/2015		M	4,198	(10)	02/20/2023	Common Stock	4,198

Reporting Owners

Reporting Owner Name / Address	Relationships
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10% Owner Officer Other Director

Pitts Gregory C.

1 PRIMERICA PARKWAY Executive VP and COO **DULUTH, GA 30099**

Signatures

/s/ Stacey K. Geer, attorney 03/04/2015 in fact

**Signature of Reporting Person Date

2 Reporting Owners

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 shares withheld to cover taxes due upon the vesting of restricted shares.
- (2) Represents RSUs vested on March 1, 2015.
- (3) Represents shares withheld to cover taxes due upon the vesting of RSUs.
- (4) Represents exercised stock options.
- (5) Shares sold to cover taxes upon exercise of stock options.
- (6) Represents shares sold upon exercise of stock options.
- (7) Shares withheld for exercise delivery price.
- (8) 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.
- (9) Each RSU is granted under the Issuer's Amended and Restated 2010 Omnibus Incentive Plan and vests on March 1 annually in three equal installments.
- (10) Represents a non-qualified stock option granted under the Issuer's Amended and Restated 2010 Omnibus Incentive Plan. The stock options vest on March 1 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.