Primerica, Inc. Form 4 March 09, 2017

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * Williams Glenn J.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

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burden hours per

(Middle)

Primerica, Inc. [PRI]

(Check all applicable)

(First)

(Street)

3. Date of Earliest Transaction (Month/Day/Year) 03/07/2017

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

1 PRIMERICA PARKWAY

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

6. Individual or Joint/Group Filing(Check

Chief Executive Officer

Applicable Line)

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

Person

DULUTH, GA 30099

(City)	(State) ((Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, 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. Transaction Code (Instr. 8)	. 4. Securities Acquired Fransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A) or		Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	03/07/2017		Code V M	Amount 7,971 (1)	(D)	Price \$ 0	81,408.995	D	
Common Stock	03/07/2017		F	1,894 (2)	D	\$ 81.7	79,514.995	D	
Common Stock	03/07/2017		F	4,020 (3)	D	\$ 81.7	81,942.995	D	
Common Stock	03/07/2017		M	6,448 (1)	A	\$0	85,962.995	D	
Common Stock	03/07/2017		F	1,067 (2)	D	\$ 81.7	80,875.995	D	

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Common Stock	03/07/2017	F	4,222 (3)	D	\$ 81.7	76,653.995	D
Common Stock	03/07/2017	M	16,714 (1)	A	\$0	84,800.995	D
Common Stock	03/07/2017	F	3,906 (2)	D	\$ 81.7	80,894.995	D
Common Stock	03/07/2017	F	8,567 (3)	D	\$ 81.7	68,086.995	D

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

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SEC 1474

(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. Transactic Code (Instr. 8)	5. Number of on 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option - 2014	\$ 41.2	03/07/2017		M		7,971	<u>(4)</u>	02/11/2024	Common Stock	7,971
Employee Stock Option - 2015	\$ 53.5	03/07/2017		M		6,448	<u>(4)</u>	02/23/2025	Common Stock	6,448
Employee Stock Option - 2016	\$ 41.88	03/07/2017		M		16,714	<u>(4)</u>	02/24/2026	Common Stock	16,714

Reporting Owners

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

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Williams Glenn J.
1 PRIMERICA PARKWAY
DULUTH, GA 30099

X

Chief Executive Officer

Signatures

/s/ Stacey K. Geer, attorney in fact

03/09/2017

**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 a non-qualified stock option granted under the Issuer's Amended and Restated 2010 Omnibus Incentive Plan.
- (2) Represents shares withheld to cover taxes due upon exercise of stock options.
- (3) Represents shares withheld to cover exercise costs.
- (4) Represents a non-qualified stock option granted under the Issuer's Amended and Restated 2010 Omnibus Incentive Plan. The stock options vest annually on March 1st 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.

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