| Primerica, Inc.  |   |   |   |   |  |   |  |  |   |  |
|--|---|---|---|---|--|---|--|--|---|--|
| Form 4<br>February 21, 2014  |   |   |   |   |  |   |  |  |   |  |
| FORM 4   |   |   |   |   |  |   |  | OMB AP   | PROVAL  |  |
|  | VRITIES AND EXCHANGE COMMI<br>ashington, D.C. 20549             |   |   |   | OMMISSION  | OMB<br>Number:  | 3235-0287  |  |   |  |
| Check this box<br>if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>may continue.<br>See Instruction<br>1(b). | NGES I<br>SECU<br>16(a) of t<br>Utility Ho                      | NGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES<br>16(a) of the Securities Exchange Act of 1934,<br>Juliity Holding Company Act of 1935 or Section<br>nvestment Company Act of 1940 |   |   |  |   | Expires: January 31,<br>2005<br>Estimated average<br>burden hours per<br>response 0.5                              |  |   |  |
| (Print or Type Respons   | es)   |   |   |   |  |   |  |  |   |  |
| 1. Name and Address<br>Williams Donald 1   | uer Name <b>and</b> Ticker or Trading<br>1<br>erica, Inc. [PRI] |   |   |   | 5. Relationship of Reporting Person(s) to Issuer |   |  |  |   |  |
| (Last) (F  | irst) (Middle   |   | te of Earliest Transaction                  |   |  |   | (Check all applicable)   |  |   |  |
| (Month.  |   |   | onth/Day/Year)<br>/19/2014                  |   |  |   | _X_ Director 10% Owner<br>_X_ Officer (give title Other (specify<br>below) below)<br>Co-Chief Executive Officer    |  |   |  |
|  |   |   | Amendment, Date Original<br>Month/Day/Year) |   |  | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person |  |  |   |  |
| DULUTH, GA 30  | 099   |   |   |   |  |   | Form filed by Mc<br>Person   |  |   |  |
| (City) (St   | tate) (Zip)   | Та  | ble I - Non                                 | -Derivativ  | e Secu   | rities Acqu   | uired, Disposed of,  | or Beneficially  | <b>Owned</b>  |  |
|  | any   | Deemed<br>ution Date, if<br>th/Day/Year)  | Code<br>(Instr. 8)                          | 4. Securit<br>or Dispos<br>(Instr. 3, 4<br>Amount | ed of (  |   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common 02/19/<br>Stock   | 2014  |   | S   | 30,000<br>(1)                                     | D  | \$<br>43.7312   | 307,366.1651   | D  |   |  |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: Primerica, Inc. - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5.<br>ofNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | ate                | Secur | unt of<br>rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|--|---|---------------------|--------------------|-------|--|---|---|
|   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |   |   |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>                         | Relationships |            |                            |       |  |  |  |  |
|---|---------------|------------|----------------------------|-------|--|--|--|--|
| L O   | Director      | 10% Owner  | Officer                    | Other |  |  |  |  |
| Williams Donald R.<br>1 PRIMERICA PARKWAY<br>DULUTH, GA 30099 | Х             |            | Co-Chief Executive Officer |       |  |  |  |  |
| Signatures  |               |            |                            |       |  |  |  |  |
| /s/ Stacey K. Geer, attorney in fact                          |               | 02/20/2014 |                            |       |  |  |  |  |

\*\*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) Shares sold pursuant to 10b5-1 trading plan.

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.