

Primerica, Inc.
Form 4
March 04, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Pitts Gregory C.

(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)
03/01/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive VP and COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (A) or (D) Price			
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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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. 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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(8)	03/01/2015		M	3,069	(9) (9)	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
	Director 10% Owner Officer Other
Pitts Gregory C. 1 PRIMERICA PARKWAY DULUTH, GA 30099	Executive VP and COO

Signatures

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

**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 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.