

Primerica, Inc.
Form 4
May 12, 2016

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rand Alison S.

(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)
05/10/2016

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)

Executive VP and CFO

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)
Common Stock	05/10/2016		M	(A) or (D) Amount 4,358 (1)	\$ 0	43,879	D
Common Stock	05/10/2016		F	(A) or (D) Amount 3,336 (2)	\$ 50.32	40,543	D
Common Stock	05/10/2016		M	(A) or (D) Amount 3,348 (1)	\$ 0	43,891	D
Common Stock	05/10/2016		F	(A) or (D) Amount 2,943 (2)	\$ 50.32	40,948	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 (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 - 2013	\$ 32.63	05/10/2016		M	4,358	03/01/2016 02/20/2023	Common Stock 4,358
Employee Stock Option - 2014	\$ 41.2	05/10/2016		M	3,348	03/01/2016 02/11/2024	Common Stock 3,348

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rand Alison S. 1 PRIMERICA PARKWAY DULUTH, GA 30099	Executive VP and CFO

Signatures

/s/ Stacey K. Geer, attorney
in fact 05/11/2016

__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 the exercise of non-qualified stock options granted under the Issuer's Amended and Restated 2010 Omnibus Incentive Plan.

(2) Represents shares withheld to cover taxes and the exercise price of the options.

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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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