Primerica, Inc. Form 4 March 03, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

30(h) of the Investment Company Act of 1940

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

See Instruction 1(b).

Form 5

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Pitts Gregory C. Issuer Symbol Primerica, Inc. [PRI] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 1 PRIMERICA PARKWAY 03/01/2017 below) Executive VP and COO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **DULUTH, GA 30099** Person

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ansaction Date 2A. Deemed th/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
~			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	03/01/2017		M	3,069 (1)	A	\$0	18,290	D	
Common Stock	03/01/2017		F	1,135 (2)	D	\$ 80.75	17,155	D	
Common Stock	03/01/2017		M	2,627 (1)	A	\$ 0	19,782	D	
Common Stock	03/01/2017		F	1,260 (2)	D	\$ 80.75	18,522	D	
Common Stock	03/01/2017		M	3,486 (1)	A	\$0	22,008	D	

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Common Stock	03/01/2017	F	1,672 (2)	D	\$ 80.75	20,336	D
Common Stock	03/01/2017	M	3,868 (3)	A	\$ 80.75	24,925	D
Common Stock	03/01/2017	F	547 (4)	D	\$ 80.75	24,378	D
Common Stock	03/01/2017	F	1,708 (5)	D	\$ 80.75	22,670	D
Common Stock	03/01/2017	M	3,348 (3)	A	\$ 80.75	23,684	D
Common Stock	03/01/2017	F	621 (4)	D	\$ 80.75	23,063	D
Common Stock	03/01/2017	F	2,006 (5)	D	\$ 80.75	21,057	D
Common Stock	03/02/2017	S	5,000 (6)	D	\$ 81.97	17,670	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)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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 coof 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
Restricted Stock Unit	<u>(7)</u>	03/01/2017		M	3,069	<u>(8)</u>	<u>(8)</u>	Common Stock	3,069
Restricted Stock Unit	<u>(7)</u>	03/01/2017		M	2,627	<u>(8)</u>	(8)	Common Stock	2,627
Restricted Stock Unit	<u>(7)</u>	03/01/2017		M	3,486	<u>(8)</u>	<u>(8)</u>	Common Stock	3,486
	\$ 41.88	03/01/2017		M	3,868	<u>(9)</u>	02/24/2026		3,868

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Employee Stock Option - 2016							Common Stock	
Employee Stock Option - 2014	\$ 41.2	03/01/2017	М	3,348	(10)	02/11/2024	Common Stock	3,348

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pitts Gregory C.

1 PRIMERICA PARKWAY Executive VP and COO

DULUTH, GA 30099

Signatures

/s/ Stacey K. Geer, attorney 03/03/2017

**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 RSUs vested on March 1, 2017.
- (2) Represents shares withheld to cover taxes due upon the vesting of RSUs.
- (3) Represents the exercise of non-qualified stock options granted under the Issuer's Amended and Restated 2010 Omnibus Incentive Plan.
- (4) Represents shares sold to cover taxes upon exercise of stock options.
- (5) Represents shares withheld to cover exercise costs.
- (6) Shares sold pursuant to 10b5-1 trading plan.
- (7) 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.
- (8) The RSUs vest annually in three equal installments.
- (9) Represents a non-qualified stock option granted under the Issuer's Amended and Restated 2010 Omnibus Incentive Plan. The stock options vest annually in three equal installments beginning March 1, 2017.
- (10) Represents a non-qualified stock option granted under the Issuer's Amended and Restated 2010 Omnibus Incentive Plan. The stock option vest annually in three equal installments beginning March 1, 2015.

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.

Reporting Owners 3