Primerica, Inc. Form 4 September 20, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES

obligations may continue. See Instruction

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

1(b).

(Middle)

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * MCCULLOUGH ROBERT F

(First)

(Street)

1 PRIMERICA PARKWAY

2. Issuer Name and Ticker or Trading Symbol

Primerica, Inc. [PRI]

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

09/16/2016

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

J

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

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

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

DULUTH, GA 30099

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Month/Day/Year)

(Instr. 8)

Securities Beneficially Owned Following Reported Transaction(s)

5. Amount of

7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)

(Instr. 4)

Common Stock

Security

(Instr. 3)

09/16/2016

or Code V Amount (D) Price

44.388 56.25

(A)

18,917.4863 D

(Instr. 3 and 4)

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

Execution Date, if

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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)

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1. Title of	2.	3. Transaction Date (Month/Day/Year)		4.	5.	6. Date Exercises Date Expiration Da		7. Title and	8. Price of	9. Nu Derix
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3,			Amount of Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr. 5)	Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)		Expiration Date	Title Amount or Number of		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
MCCULLOUGH ROBERT F 1 PRIMERICA PARKWAY DULUTH, GA 30099	X						

Signatures

/s/ Stacey K. Geer, attorney 09/20/2016 in fact

**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).

Represents dividends paid on phantom stock that were reinvested automatically in additional shares of phantom stock in accordance with

(1) the terms of the Non-Employee Directors' Deferred Compensation Plan. Phantom stock is convertible into common stock on a one-for-one basis in accordance with the terms of such 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.

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