

Primerica, Inc.
Form 4
March 03, 2017

FORM 4

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

OMB APPROVAL

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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 *
Kelly William A.

(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)
02/16/2017

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)
President of Subsidiary

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 | 03/01/2017 | | M | 2,013 (1) A \$ 0 | 20,143 | D | |
| Common Stock | 03/01/2017 | | F | 625 (2) D \$ 80.75 | 19,518 | D | |
| Common Stock | 03/01/2017 | | M | 1,776 (1) A \$ 0 | 21,294 | D | |
| Common Stock | 03/01/2017 | | F | 551 (2) D \$ 80.75 | 20,743 | D | |
| Common Stock | 03/01/2017 | | M | 3,251 (1) A \$ 0 | 23,994 | D | |

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) 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.
- (4) The RSUs vest annually in three equal installments beginning on March 1, 2018.
- (5) The RSUs vest 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.