

Primerica, Inc.
Form 4
March 04, 2015

FORM 4

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

OMB APPROVAL

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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 *
Williams Donald R.

(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)
Co-Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/01/2015		M		6,696 (1)	A	\$ 0 156,229.1651 D
Common Stock	03/01/2015		F		3,054 (2)	D	\$ 52.74 153,175.1651 D
Common Stock	03/02/2015		M		26,381 (3)	A	\$ 0 179,556.1651 D
Common Stock	03/02/2015		S		4,951 (4)	D	\$ 53.1426 174,605.1651 D
Common Stock	03/02/2015		F		16,199 (5)	D	\$ 53.1426 158,406.1651 D

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Common Stock	03/02/2015	M	10,045 (3)	A	\$ 0	168,451.1651	D
Common Stock	03/02/2015	S	1,113 (4)	D	\$ 53.3865	167,338.1651	D
Common Stock	03/02/2015	F	7,753 (5)	D	\$ 53.3865	159,585.1651	D

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

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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)	
					V	(A) (D)	Date Exercisable	Expiration Date		
Restricted Stock Unit	(6)	03/01/2015		M		6,696	(7)	(7)	Common Stock	Amount or Number of Shares 6,696
Employee Stock Option	\$ 32.63	03/02/2015		M		26,381	(8)	02/20/2023	Common Stock	26,381
Employee Stock Option - 2014	\$ 41.2	03/02/2015		M		10,045	(8)	02/11/2024	Common Stock	10,045

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Donald R. 1 PRIMERICA PARKWAY DULUTH, GA 30099	X		Co-Chief Executive Officer	

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 RSUs vested on March 1, 2015.
- (2) Represents shares withheld to cover taxes due upon the vesting of RSUs.
- (3) Represents exercised stock options.
- (4) Shares sold to cover taxes upon exercise of stock options.
- (5) Shares withheld for exercise delivery prices.
- (6) 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.
- (7) 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.
- (8) 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.

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