

Primerica, Inc.
Form 4
March 09, 2017

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 Glenn J.

(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)
03/07/2017

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)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	03/07/2017		M		7,971 (1) \$ 0	D	
Common Stock	03/07/2017		F		1,894 (2) \$ 81.7	D	
Common Stock	03/07/2017		F		4,020 (3) \$ 81.7	D	
Common Stock	03/07/2017		M		6,448 (1) \$ 0	D	
Common Stock	03/07/2017		F		1,067 (2) \$ 81.7	D	

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Common Stock	03/07/2017	F	4,222 (3)	D	\$ 81.7	76,653.995	D
Common Stock	03/07/2017	M	16,714 (1)	A	\$ 0	84,800.995	D
Common Stock	03/07/2017	F	3,906 (2)	D	\$ 81.7	80,894.995	D
Common Stock	03/07/2017	F	8,567 (3)	D	\$ 81.7	68,086.995	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 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
Employee Stock Option - 2014	\$ 41.2	03/07/2017		M	7,971	(4) 02/11/2024	Common Stock 7,971
Employee Stock Option - 2015	\$ 53.5	03/07/2017		M	6,448	(4) 02/23/2025	Common Stock 6,448
Employee Stock Option - 2016	\$ 41.88	03/07/2017		M	16,714	(4) 02/24/2026	Common Stock 16,714

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Williams Glenn J.
1 PRIMERICA PARKWAY X Chief Executive Officer
DULUTH, GA 30099

Signatures

/s/ Stacey K. Geer, attorney 03/09/2017
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).
- (1) Represents a non-qualified stock option granted under the Issuer's Amended and Restated 2010 Omnibus Incentive Plan.
- (2) Represents shares withheld to cover taxes due upon exercise of stock options.
- (3) Represents shares withheld to cover exercise costs.
- (4) Represents a non-qualified stock option granted under the Issuer's Amended and Restated 2010 Omnibus Incentive Plan. The stock options vest annually on March 1st 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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