

AMERICAN NATIONAL INSURANCE CO /TX/

Form 4

March 03, 2016

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 *
Behrens David Alan

2. Issuer Name **and** Ticker or Trading
Symbol

AMERICAN NATIONAL
INSURANCE CO /TX/ [ANAT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE MOODY PLAZA

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2016

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

See Remarks

GALVESTON, TX 77550

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 ⁽¹⁾	03/01/2016		M		4,006	A	\$ 0
							5,798
Common Stock ⁽¹⁾	03/01/2016		D		4,006	D	\$
							101.69
							1,792
							D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(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 Underlying Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	
				Code	V	(A)	(D)		
Restricted Stock Units	(2)	03/01/2016		M		1,577	03/01/2014(3)	03/01/2016(3)	Common Stock
Restricted Stock Units	(2)	03/01/2016		M		1,057	03/01/2015(4)	03/01/2017(4)	Common Stock
Restricted Stock Units	(2)	03/01/2016		M		1,372	03/01/2016(5)	03/01/2018(5)	Common Stock
Restricted Stock Units	(2)	03/01/2016		A		5,093	03/01/2017(6)	03/01/2019(6)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Behrens David Alan ONE MOODY PLAZA GALVESTON, TX 77550				See Remarks

Signatures

David A. Behrens, by J. Mark Flippin as
Attorney-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).

This transaction represents the settlement of vested restricted stock units in cash based on the closing price of Issuer's common stock on

(1) March 1, 2016. For reporting purposes, such settlement is treated as a simultaneous acquisition and disposition of the underlying common stock.

(2)

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Each restricted stock unit represents a contingent right to receive, upon vesting, one share of Issuer's common stock or, at the election of the reporting person, cash in an amount equal to the closing price of such stock on the date of vesting.

- (3) These restricted stock units vest in three substantially equal annual installments, beginning March 1, 2014, or upon the reporting person's earlier retirement, death or disability.
- (4) These restricted stock units vest in three substantially equal annual installments, beginning March 1, 2015, or upon the reporting person's earlier retirement, death or disability.
- (5) These restricted stock units vest in three substantially equal annual installments, beginning March 1, 2016, or upon the reporting person's earlier retirement, death or disability.
- (6) These restricted stock units vest in three substantially equal annual installments, beginning March 1, 2017, or upon the reporting person's earlier retirement, death or disability.

Remarks:

Exec. VP, Independent Marketing

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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