Primerica, Inc. Form 4 March 04, 2014

FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Section 16.
Form 4 or
Form 5
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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

Kelly William A. Sy			2. Issuer Symbol	Name and	Ticker or	Tradii	ng	5. Relationship of Reporting Person(s) to Issuer				
			Primerio	Primerica, Inc. [PRI]					(Check all applicable)			
(Last)	(First)	(Middle)	(Month/D	-	ansaction			Director _X_ Officer (give	10%	Owner		
1 PRIMERICA PARKWAY (Street)		03/01/20)14				below)	below) ent of Subsidiar				
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
DULUTH, (City)	GA 30099 (State)	(Zip)	· ·	th/Day/Year) e I - Non-D		Secur	ities Aca	Applicable Line) _X_ Form filed by 0 Form filed by N Person uired, Disposed of	More than One Re	porting		
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Executi any		3. Transactio Code (Instr. 8)	4. Securit	ties A	cquired d of (D) 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)	•		
Common Stock	03/01/2014			F	819 (1)	D	\$ 44.82	35,388	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)

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kelly William A.

1 PRIMERICA PARKWAY President of Subsidiary

DULUTH, GA 30099

Signatures

/s/ Stacey K. Geer, attorney 03/04/2014 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 shares withheld to cover taxes due upon the vesting of restricted shares.

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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