

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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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 \*  
Pitts Gregory C.

(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)  
03/01/2017

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)  
Executive VP and COO

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 or Price		
Common Stock	03/01/2017		M		3,069 (1)	A	\$ 0 18,290 D
Common Stock	03/01/2017		F		1,135 (2)	D	\$ 80.75 17,155 D
Common Stock	03/01/2017		M		2,627 (1)	A	\$ 0 19,782 D
Common Stock	03/01/2017		F		1,260 (2)	D	\$ 80.75 18,522 D
Common Stock	03/01/2017		M		3,486 (1)	A	\$ 0 22,008 D

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Common Stock	03/01/2017	F	<u>1,672</u> (2)	D	\$ 80.75	20,336	D
Common Stock	03/01/2017	M	<u>3,868</u> (3)	A	\$ 80.75	24,925	D
Common Stock	03/01/2017	F	547 <u>(4)</u>	D	\$ 80.75	24,378	D
Common Stock	03/01/2017	F	<u>1,708</u> (5)	D	\$ 80.75	22,670	D
Common Stock	03/01/2017	M	<u>3,348</u> (3)	A	\$ 80.75	23,684	D
Common Stock	03/01/2017	F	621 <u>(4)</u>	D	\$ 80.75	23,063	D
Common Stock	03/01/2017	F	<u>2,006</u> (5)	D	\$ 80.75	21,057	D
Common Stock	03/02/2017	S	<u>5,000</u> (6)	D	\$ 81.97	17,670	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)	8. Amount or Number of Shares
Restricted Stock Unit	<u>(7)</u>	03/01/2017		M	3,069	<u>(8)</u> <u>(8)</u>	Common Stock	3,069
Restricted Stock Unit	<u>(7)</u>	03/01/2017		M	2,627	<u>(8)</u> <u>(8)</u>	Common Stock	2,627
Restricted Stock Unit	<u>(7)</u>	03/01/2017		M	3,486	<u>(8)</u> <u>(8)</u>	Common Stock	3,486
	\$ 41.88	03/01/2017		M	3,868	<u>(9)</u> 02/24/2026		3,868

Employee Stock Option - 2016								Common Stock	
Employee Stock Option - 2014	\$ 41.2	03/01/2017		M	3,348	<u>(10)</u>	02/11/2024	Common Stock	3,348

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pitts Gregory C. 1 PRIMERICA PARKWAY DULUTH, GA 30099			Executive VP and COO	

## Signatures

/s/ Stacey K. Geer, attorney  
in fact

03/03/2017

         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, 2017.
- (2) Represents shares withheld to cover taxes due upon the vesting of RSUs.
- (3) Represents the exercise of non-qualified stock options granted under the Issuer's Amended and Restated 2010 Omnibus Incentive Plan.
- (4) Represents shares sold to cover taxes upon exercise of stock options.
- (5) Represents shares withheld to cover exercise costs.
- (6) Shares sold pursuant to 10b5-1 trading plan.
- (7) 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.
- (8) The RSUs vest annually in three equal installments.
- (9) Represents a non-qualified stock option granted under the Issuer's Amended and Restated 2010 Omnibus Incentive Plan. The stock options vest annually in three equal installments beginning March 1, 2017.
- (10) Represents a non-qualified stock option granted under the Issuer's Amended and Restated 2010 Omnibus Incentive Plan. The stock option vest annually in three equal installments beginning March 1, 2015.

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.