

Mason Mark
Form 4
April 02, 2010

FORM 4

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

OMB APPROVAL

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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 *
Mason Mark

2. Issuer Name and Ticker or Trading Symbol
Primerica, Inc. [PRI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3120 BRECKINRIDGE BLVD.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2010

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

DULUTH, GA 30099

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	04/01/2010		J ⁽²⁾		74,999,900	A	<u>2</u>	75,000,000	I	By Citigroup Insurance Holding Corporation
Common Stock ⁽¹⁾	04/01/2010		S		5,021,412	D	<u>3</u>	69,978,588	I	By Citigroup Insurance Holding Corporation

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

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These securities were contributed to the Issuer by CIHC for no consideration pursuant to the Contribution Agreement, dated March 31, 2010, between CIHC and the Issuer.

- These warrants expire seven years from the Closing Date, as such term is defined in the Securities Purchase Agreement, dated February 8, (4) 2010, among CIHC, the Issuer, Warburg Pincus Private Equity X, L.P. and Warburg Pincus X Partners, L.P., which was filed by the Issuer as Exhibit 2.1 to its Registration Statement on Form S-1 (No. 333-162918).

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.