Primerica, Inc. Form 4 February 25, 2015

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

Check this box if no longer subject to

Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person \* Britt Chess E.

(First) (Middle) (Last)

(Street)

(State)

02/21/2015

1 PRIMERICA PARKWAY

**DULUTH, GA 30099** 

(City)

Common

Stock

2. Issuer Name and Ticker or Trading Symbol

Primerica, Inc. [PRI]

3. Date of Earliest Transaction

(Month/Day/Year) 02/21/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

Person

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities Acquired 5. Amount of

Issuer

below)

Director

Applicable Line)

X\_ Officer (give title

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

(Zip)

Transaction(A) or Disposed of Code (D) (Instr. 8)

3.

(Instr. 3, 4 and 5) (A)

Code V Amount (D)

1,092 F (1)

Following Reported Transaction(s) Price

(Instr. 3 and 4) 70,019 53.5

Securities

Owned

Beneficially

D

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

(D) or

Indirect (I)

(Instr. 4)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

below) **Executive Vice President** 

10% Owner

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

Form: Direct Indirect

Other (specify

Estimated average

burden hours per

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Primerica, Inc. - Form 4

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. Transacti Code (Instr. 8)	5. Number on 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. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	<u>(2)</u>	02/23/2015		A	5,319	(3)	(3)	Common Stock	5,319	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Britt Chess E.

1 PRIMERICA PARKWAY Executive Vice President

**DULUTH, GA 30099** 

## **Signatures**

/s/ Stacey K. Geer, attorney in fact 02/25/2015

\*\*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.
- (2) 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.
- (3) The RSUs vest annually in three equal installments beginning March 1, 2016.

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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