Edgar Filing: Primerica, Inc. - Form 4

Form 4										
May 24, 2016	4								PPROVAL	
	UNITED	STATES		RITIES A			E COMMISSIO	N OMB Number:	3235-0287	
Check this if no longe subject to Section 16. Form 4 or	r STATEN	EMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							January 31, 2005 average urs per	
Form 5 obligations may contin <i>See</i> Instruc 1(b).	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							. 0.5		
(Print or Type Re	esponses)									
1. Name and Address of Reporting Person <u>*</u> Mason Mark			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
			Primerica, Inc. [PRI]				(Check all applicable)			
(Last) (First) (Middle) 1 PRIMERICA PARKWAY			3. Date of Earliest Transaction (Month/Day/Year) 05/20/2016			X_ Director10% Owner Officer (give titleOther (specify below) below)				
(Street)			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 				
DULUTH, G	A 30099						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	. Transaction Date Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or	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)	
Damindar: Danos	t on a senarate line	for each al	nss of sec	Code V		(D) Price	. ,			
Kenninger, Kepor	t on a separate line			unities bene	Perso inforr requi	ons who re nation con red to resp ays a curre	spond to the collection tained in this form ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Inst

	Derivative Security				(A) or Disposed (D) (Instr. 3, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	<u>(1)</u>	05/20/2016	А		1,909		(2)	(2)	Common Stock	1,909	\$ 5

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Mason Mark 1 PRIMERICA PARKWAY DULUTH, GA 30099	X					
Signatures						
/s/ Stacey K. Geer, attorney		05/04/0016				

in fact	05/24/2016
**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) 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.
- (2) RSUs vest at 25% on each of August 20, 2016; November 20, 2016; February 20, 2017; and May 17, 2017.

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.