

AMERICAN NATIONAL INSURANCE CO /TX/

Form 4

March 05, 2014

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 SECURITIESFiled 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 *
YARBROUGH JAMES D

2. Issuer Name and Ticker or Trading Symbol

AMERICAN NATIONAL
INSURANCE CO /TX/ [ANAT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE MOODY PLAZA

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2014☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

GALVESTON, TX 77550

(City) (State) (Zip)

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**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)
Common Stock ⁽¹⁾	03/03/2014		M	750 A \$ 0	9,500	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)**

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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. 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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(2)	03/03/2014		M	250	03/01/2012 ⁽³⁾	03/01/2014 ⁽³⁾	Common Stock
Restricted Stock Units	(2)	03/03/2014		M	250	03/01/2013 ⁽⁴⁾	03/01/2015 ⁽⁴⁾	Common Stock
Restricted Stock Units	(2)	03/03/2014		M	250	03/01/2014 ⁽⁵⁾	03/01/2016 ⁽⁵⁾	Common Stock
Restricted Stock Units	(2)	03/03/2014		A	750	03/01/2015 ⁽⁶⁾	03/01/2017 ⁽⁶⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YARBROUGH JAMES D ONE MOODY PLAZA GALVESTON, TX 77550			X	

Signatures

/s/ James D. Yarbrough, by J. Mark Flippin as
Attorney-in-Fact

03/04/2014

__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) This transaction represents the settlement of vested restricted stock units in shares of common stock.

(2) Each restricted stock unit represents a contingent right to receive, upon vesting, one share of Issuer's common stock or, at the election of the reporting person, cash in an amount equal to the closing price of such stock on the date of vesting.

(3)

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These restricted stock units vest in three equal annual installments, beginning March 1, 2012, or upon the reporting person's earlier retirement, death or disability.

- (4) These restricted stock units vest in three equal annual installments, beginning March 1, 2013, or upon the reporting person's earlier retirement, death or disability.
- (5) These restricted stock units vest in three equal annual installments, beginning March 1, 2014, or upon the reporting person's earlier retirement, death or disability.
- (6) These restricted stock units vest in three equal annual installments, beginning March 1, 2015, or upon the reporting person's earlier retirement, death or disability.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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