

Primerica, Inc.
Form 4
May 27, 2016

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)
05/25/2016

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D) Price			
Common Stock	05/25/2016		M		4,198 (1)	A	\$ 0 29,419	D
Common Stock	05/25/2016		F		3,074 (2)	D	\$ 54.5279 26,345	D
Common Stock	05/25/2016		S		1,124 (3)	D	\$ 54.5279 25,221	D
Common Stock	05/26/2016		S		7,500 (3)	D	\$ 54.4703 17,721	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
Employee Stock Option - 2013	\$ 32.63	05/25/2016		M	4,198	⁽⁴⁾ 02/20/2023	Common Stock	4,198

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
05/27/2016

**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) Represents the exercise of non-qualified stock options granted under the Issuer's Amended and Restated 2010 Omnibus Incentive Plan.
- (2) Represents shares withheld to cover exercise costs and taxes due upon exercise of stock options.
- (3) Shares sold pursuant to 10b5-1 trading plan.
- (4) Represents a non-qualified stock option granted under the Issuer's Amended and Restated 2010 Omnibus Incentive Plan. The stock option vested in three equal annual installments on March 1, 2014, 2015 and 2016.

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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