

Schneider Peter W.
Form 4
March 05, 2019

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 *
Schneider Peter W.

(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)
03/01/2019

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)
President

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2019		M ⁽¹⁾		5,074	A	\$ 0
Common Stock	03/01/2019		F ⁽²⁾		2,170	D	\$ 125.04
Common Stock	03/01/2019		M ⁽¹⁾		2,382	A	\$ 0
Common Stock	03/01/2019		F ⁽²⁾		1,019	D	\$ 125.04
Common Stock	03/01/2019		M ⁽¹⁾		2,486	A	\$ 0

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Common Stock	03/01/2019	F ⁽²⁾	1,063	D	\$ 125.04	31,912	D
Common Stock	03/01/2019	A ⁽³⁾	5,025	A	\$ 0	36,937	D
Common Stock	03/01/2019	F ⁽⁴⁾	2,147	D	\$ 125.04	34,790	D

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

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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. Pr Deriv Secur (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Unit	(5)	03/01/2019		M	5,074	(6)	(6)	Common Stock	5,074
Restricted Stock Unit	(5)	03/01/2019		M	2,382	(6)	(6)	Common Stock	2,382
Restricted Stock Unit	(5)	03/01/2019		M	2,486	(6)	(6)	Common Stock	2,486

Reporting Owners

Reporting Owner Name / Address

Relationships

	Director	10% Owner	Officer	Other
Schneider Peter W. 1 PRIMERICA PARKWAY DULUTH, GA 30099			President	

Signatures

/s/ Stacey K. Geer, attorney
in fact

03/05/2019

__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 RSUs vested on March 1, 2019.
 - (2) Represents shares withheld to cover taxes due upon the vesting of RSUs.
 - (3) Represents the payout of shares in connection with the vesting of Performance Stock Units (PSUs) granted under the Issuer's Second Amended and Restated 2010 Omnibus Incentive Plan. The PSUs had a three year performance period and are settled in common stock.
 - (4) Represents shares withheld to cover taxes upon the vesting of PSUs.
 - (5) Each RSU is granted under the Issuer's Second Amended and Restated 2010 Omnibus Incentive Plan and represents a contingent right to receive one share of PRI common stock.
 - (6) The RSUs vest annually in three equal installments beginning March 1st of the year following the grant.

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.