## Edgar Filing: Mason Mark - Form 4

Form 4	ſĸ											
April 21, 2												
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL OMB 3235-0287				
Check this box Washington, D.C. 20549								IIP OF Expires: January 31, 2005 Estimated average burden hours per response 0.5				
if no lo subject Sectior Form 4	to SIAIE.	MENT OF										
Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940												
(Print or Type	e Responses)											
1. Name and Address of Reporting Person <u>*</u> Mason Mark			2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
			Primerica, Inc. [PRI]					(Check all applicable)				
(Last) (First) (Middle) 3120 BRECKINRIDGE BLVD.			3. Date of Earliest Transaction (Month/Day/Year) 04/20/2011					X_ Director 10% Owner Officer (give titleOther (specify below) below)				
	4. If Amendment, Date Original Filed(Month/Day/Year)				Appl	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>						
DULUTH	, GA 30099							Form filed by Mo				
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Sec	urities	s Acquired	, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution E any (Month/Day	Date, if //Year)	3. Transactio Code (Instr. 8) Code V	4. Securities A Disposed of (D (Instr. 3, 4 and Amount	)	d (A) or Price	5. Amount of Securities Beneficially Owned Following Reported Transaction (Instr. 3 and	Ownersh Form: Direct (D or Indirec (I) (s) (Instr. 4)	Beneficial O) Ownership		
Common Stock	04/20/2011			S	12,000,000		\$ 21.7263	17,002,14	8 I	By Citigroup Insurance Holding Corporation (1) (2)		

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 required to respond unless the form displays a currently valid OMB control number.

(9-02)

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit Amou Under Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>								
	Director	10% Owner	Officer	Other				
Mason Mark 3120 BRECKINRIDGE BLVD. DULUTH, GA 30099	Х							
Signatures								
/s/ Stacey K. Geer, attorney in fact	04	/21/2011						
**Signature of Reporting Person		Date						
Evaluation of Responses:								

## 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).

The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the
 (1) Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Mr. Mason has been designated by Citigroup Insurance Holding Corporation to be one of our directors.

Includes 17,002,148 shares of common stock that are directly beneficially owned by Citigroup Insurance Holding Corporation ("CIHC"). (2) Associated Madison Companies, Inc. ("AMAD") is the sole stockholder of CIHC. Citigroup Inc. ("Citigroup") is the sole stockholder of

AMAD.

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.