MCCULLOUGH ROBERT F

Form 4

December 13, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCCULLOUGH ROBERT F

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(First)

(Street)

(Middle)

(Month/Day/Year) Execution Date, if

anv

(Month/Day/Year)

3. Date of Earliest Transaction

Primerica, Inc. [PRI]

X_ Director Officer (give title

10% Owner Other (specify

3120 BRECKINRIDGE BLVD.

12/09/2011

below) 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Filed(Month/Day/Year)

(Month/Day/Year)

Applicable Line)

X 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

DULUTH. GA 30099

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Common

Stock

Security

(Instr. 3)

12/09/2011

Code V Amount (D) Price 3.648 \$ J

(1)

(A)

23.16

(Instr. 3 and 4) 7,821.8893

Transaction(s)

Reported

D

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5.	6. Date Exercisable and Expiration Date		7. Title and Amount of	8. Price of	9. Nu
Derivative Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	(Month/Day/Year)	Transacti Code (Instr. 8)	Securities Acquired (A) or	of (Month/Day/Y) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr. 5)	Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	, ,		Expiration Date	Title Amount or Number of		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MCCULLOUGH ROBERT F 3120 BRECKINRIDGE BLVD. X DULUTH, GA 30099

Signatures

/s/ Stacey K. Geer, attorney in fact 12/13/2011

**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).
- Represents dividends paid on phantom stock that were reinvested automatically in additional shares of phantom stock in accordance with
- (1) the terms of the Non-Employee Directors' Deferred Compensation Plan. Phantom stock is convertible into common stock on a one-for-one basis in accordance with the terms of such plan.
- (2) Beneficially Owned Securities has been adjusted due to overstatement of the shares owned in the previous Form 4 by 4.048 shares.

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.

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