Edgar Filing: Williams Donald R. - Form 4

Form 4										
Form 4 February 29 FORN Check th if no lon subject to Section Form 4 Form 5 obligation may com <i>See</i> Instr	S SECURITIES AND EXCHANGE COMMIS Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP SECURITIES Section 16(a) of the Securities Exchange Act of 1 Public Utility Holding Company Act of 1935 or 3 of the Investment Company Act of 1940						OMB Number: Expires: Estimated a burden hour response			
1(b).	Desmonsee)									
(Print or Type 1. Name and A Williams D	2. Issuer Name and Ticker or Trading Symbol Primerica, Inc. [PRI]					5. Relationship of Reporting Person(s) to Issuer				
(Last) 3120 BREC	3. Date of Earliest Transaction (Month/Day/Year) 02/21/2012					(Check all applicable) X_ Director 10% Owner X_ Officer (give title 0ther (specify below) Co-Chief Executive Officer				
DULUTH,	4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 				
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secur	ities Acq	uired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)			Code (Instr. 3, 4 and 5)) (Instr. 8) (A) or			of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	OwnershipIndiaForm:BendDirect (D)Own	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/21/2012			A	48,931 (1)	A	\$0	643,687.9111	D	
Common Stock	02/22/2012			F	3,065 (2)	D	\$ 25.59	640,622.9111	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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl 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

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Williams Donald R. 3120 BRECKINRIDGE BLVD. DULUTH, GA 30099	Х		Co-Chief Executive Officer				
Signaturos							

Date

Signatures

/s/ Stacey K. Geer, attorney 02/29/2012 in fact

<u>**</u>Signature of Reporting Person

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 a restricted stock award granted under the Issuer's Amended and Restated 2010 Omnibus Incentive Plan. The restricted stock vests in three equal annual installments on each of the first, second and third anniversary of the date of grant.
- (2) Shares withheld to cover taxes upon vesting of 6459 restricted shares on Feb 22, 2012.

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.