

Primerica, Inc.
Form 4
May 24, 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 *
Addison John A. Jr.

(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)
05/20/2016

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)

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	05/20/2016			F	1,229 (1) \$ 50.45	D	24,213.782
Common Stock	05/20/2016			F	1,664 (1) \$ 50.45	D	22,549.782

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

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SEC 1474
(9-02)

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 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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	(2)	05/20/2016		A	1,909	(3) (3)	Common Stock	1,909 \$ 5.0897

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Addison John A. Jr. 1 PRIMERICA PARKWAY DULUTH, GA 30099		X		

Signatures

/s/ Stacey K. Geer, attorney in fact
05/24/2016

__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 shares withheld to cover taxes due upon exercise of stock options.
- (2) Each RSU is granted under the Issuer's Amended and Restated 2010 Omnibus Incentive Plan and represents a contingent right to receive one share of PRI common stock.
- (3) RSUs vest at 25% on each of August 20, 2016; November 20, 2016; February 20, 2017; and May 17, 2017.

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6,300
\$ 5.0897
09/30/02
51,000

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\$ 4.8003		
10/24/02		12,500
\$ 5.2650		
09/30/02		30,000
\$ 4.6650		
10/28/02		3,500
\$ 5.3137		
10/01/02		5,500
\$ 4.6377		
10/29/02		34,000
\$ 5.8631		
10/02/02		5,000
\$ 4.6950		
10/30/02		2,500
\$ 6.4218		
10/03/02		6,000
\$ 4.6250		
10/31/02		

Explanation of Responses:

	2,500
\$ 6.1050	
10/04/02	
	5,000
\$ 4.1550	
11/04/02	
	5,000
\$ 5.9827	
10/07/02	
	5,000
\$ 3.8756	
11/06/02	
	5,000
\$ 5.8400	
10/08/02	
	1,500
\$ 3.4203	
11/07/02	
	1,500
\$ 5.7850	
10/09/02	
	9,000
\$ 3.5070	
11/08/02	
	3,500
\$ 5.5151	

Explanation of Responses:

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10/10/02

10,000

\$ 3.6556

11/12/02

3,000

\$ 5.0650

10/11/02

8,000

\$ 4.0518

No other Control Person has purchased or sold any shares of Plug Power Common Stock.

(d) Not applicable.

(e) Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, correct and complete.

Explanation of Responses:

Dated: November 14, 2002

Mechanical Technology Incorporated

s/Cynthia A. Scheuer

By: Cynthia A. Scheuer

owned directly or indirectly. **Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 31.5267 (1)	11/07/2007		M	900 (1) (2)	(13) 08/12/2013	Common Stock	900 (1) (2)	
Option to Buy	\$ 38.0667 (1)	11/07/2007		M	538 (1) (3)	12/04/2004 08/08/2010	Common Stock	538 (1) (3)	
Option to Buy	\$ 36.26 (1)	11/07/2007		M	4,875 (1) (4)	(14) 08/10/2014	Common Stock	4,875 (1) (4)	
Option to Buy	\$ 43.7667 (1)	11/07/2007		M	4,125 (1) (5)	(15) 08/09/2015	Common Stock	4,125 (1) (5)	
Option to Buy	\$ 51.5067 (1)	11/07/2007		M	598 (1) (6)	12/02/2005 08/07/2011	Common Stock	598 (1) (6)	

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Option to Buy	\$ 38.0667 (1)	11/07/2007	M		543 (1) (7)	12/04/2004	08/06/2012	Common Stock	543 (7)
Option to Buy	\$ 51.5067 (1)	11/07/2007	M		546 (1) (8)	12/02/2005	08/12/2013	Common Stock	546 (8)
Option to Buy	\$ 51.5067 (1)	11/07/2007	M		384 (1) (9)	12/02/2005	08/06/2012	Common Stock	384 (9)
Option to Buy	\$ 51.5067 (1)	11/07/2007	M		379 (1) (10)	12/02/2005	08/08/2010	Common Stock	379 (10)
Option to Buy	\$ 51.5067 (1)	11/07/2007	M		736 (1) (11)	12/02/2005	08/10/2009	Common Stock	736 (11)
Option to Buy	\$ 51.5067 (1)	11/07/2007	M		604 (1) (12)	12/02/2005	08/11/2008	Common Stock	604 (12)
Option to Buy	\$ 83.42	11/07/2007	A	336		11/07/2008	08/12/2013	Common Stock	336
Option to Buy	\$ 83.42	11/07/2007	A	243		11/07/2008	08/08/2010	Common Stock	243
Option to Buy	\$ 83.42	11/07/2007	A	2,096		11/07/2008	08/10/2014	Common Stock	2,096
Option to Buy	\$ 83.42	11/07/2007	A	2,140		11/07/2008	08/09/2015	Common Stock	2,140
Option to Buy	\$ 83.42	11/07/2007	A	366		11/07/2008	08/07/2011	Common Stock	366

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHMITT WOLFGANG R 105 E. LIBERTY WOOSTER, OH 44691-0600			X	

Signatures

Joseph R. Leonti,
Attorney-in-Fact

11/08/2007

**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) Reflects 3-shares-for-2 stock split effected in the form of a stock dividend issued on October 1, 2007.
- (2) "Pyramid" stock option exercise resulting in net acquisition of 564 shares.
- (3) "Pyramid" stock option exercise resulting in net acquisition of 295 shares.

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- (4) "Pyramid" stock option exercise resulting in net acquisition of 2,779 shares.
- (5) "Pyramid" stock option exercise resulting in net acquisition of 1,985 shares.
- (6) "Pyramid" stock option exercise resulting in net acquisition of 232 shares.
- (7) "Pyramid" stock option exercise resulting in net acquisition of 298 shares.
- (8) "Pyramid" stock option exercise resulting in net acquisition of 213 shares.
- (9) "Pyramid" stock option exercise resulting in net acquisition of 149 shares.
- (10) "Pyramid" stock option exercise resulting in net acquisition of 147 shares.
- (11) "Pyramid" stock option exercise resulting in net acquisition of 286 shares.
- (12) "Pyramid" stock option exercise resulting in net acquisition of 235 shares.
- (13) The option vested in two equal installments on 8/13/2004 and 8/13/2005.
- (14) The option vested in two equal installments on 8/11/2005 and 8/11/2006.
- (15) The option vested in two equal installments on 8/10/2006 and 8/10/2007.
- (16) Granted under the Corporation's Non-Employee Directors Stock Option Plan in a transaction exempt under Rule 16b-3.
- (17) Granted under the Corporation's 2004 Non-Employee Directors' Stock Incentive Plan in a transaction exempt under Rule 16b-3.

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