

Primerica, Inc.
Form 4
May 03, 2011

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 *
CITIGROUP INC

2. Issuer Name and Ticker or Trading Symbol
Primerica, Inc. [PRI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/29/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

399 PARK AVENUE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10043

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, par value \$0.01 | 04/29/2011 | | S ⁽¹⁾ | 123 D \$ 23.46 | 17,041,251 | I | By Subsidiary ⁽²⁾ |
| Common Stock, par value \$0.01 | 04/29/2011 | | S ⁽¹⁾ | 700 D \$ 23.47 | 17,040,551 | I | By Subsidiary ⁽²⁾ |
| Common Stock, par value \$0.01 | 04/29/2011 | | S ⁽¹⁾ | 361 D \$ 23.49 | 17,040,190 | I | By Subsidiary ⁽²⁾ |

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| | | | | | | | | |
|--------------------------------|------------|---------------------|-------|---|----------|------------|---|------------------------------|
| Common Stock, par value \$0.01 | 04/29/2011 | S ⁽¹⁾⁽³⁾ | 939 | D | \$ 23.49 | 17,040,190 | I | By Subsidiary ⁽²⁾ |
| Common Stock, par value \$0.01 | 04/29/2011 | S ⁽¹⁾⁽³⁾ | 500 | D | \$ 23.5 | 17,040,190 | I | By Subsidiary ⁽²⁾ |
| Common Stock, par value \$0.01 | 04/29/2011 | S ⁽¹⁾⁽³⁾ | 1,205 | D | \$ 23.51 | 17,040,190 | I | By Subsidiary ⁽²⁾ |
| Common Stock, par value \$0.01 | 04/29/2011 | S ⁽¹⁾⁽³⁾ | 100 | D | \$ 23.52 | 17,040,190 | I | By Subsidiary ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially 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.

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| CITIGROUP INC 399 PARK AVENUE | X | X | | |

NEW YORK, NY 10043

Signatures

Citigroup Inc., By: /s/ Ali L. Karshan, Name: Ali L. Karshan, Title: Assistant Secretary

05/03/2011

__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).
- (1) This transaction was executed by Citibank, N.A. ("CNA").
The securities reported herein are directly beneficially owned by Citigroup Insurance Holding Corporation ("CIHC"), Citigroup Global Markets Inc. ("CGMI"), CNA and Citigroup Trust - Delaware, National Association ("CTDENA"), each of which is an indirect wholly-owned subsidiary of the reporting person. Associated Madison Companies, Inc. ("AMAD") is the sole stockholder of CIHC.
- (2) Citigroup Financial Products Inc. ("CFP") is the sole stockholder of CGMI. Citigroup Global Markets Holdings Inc. ("CGMH") is the sole stockholder of CFP. Citicorp ("CHI") is the sole stockholder of CNA. CNA is the sole stockholder of CTDENA. Citigroup Inc. ("Citigroup") is the sole stockholder of each of AMAD, CGMH and CHI. AMAD, CFP, CGMH, CHI and Citigroup are indirect beneficial owners of the securities reported herein.
- (3) This transaction was effected by CNA in connection with a short sale against the box.

Remarks:

The reporting person may be deemed a director of the Issuer on the basis of its relationship with one or more of the directors of the Issuer.

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.