

Primerica, Inc.  
Form 3  
March 30, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â CITIGROUP INC		(Month/Day/Year)	Primerica, Inc. [PRI]	
(Last)	(First)	(Middle)	03/30/2010	
399 PARK AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, Â NY Â 10043			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> 10% Owner
			(give title below)	<input type="checkbox"/> Other
				(specify below)
				<input type="checkbox"/> Form filed by One Reporting Person
				<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01	100	I	By Subsidiary <u>(1)</u> <u>(2)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Shares (I)  
(Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CITIGROUP INC 399 PARK AVENUE NEW YORK, NY 10043	X	X		
ASSOCIATED MADISON COMPANIES INC 425 PARK AVENUE NEW YORK, NY 10043	X	X		
CITIGROUP INSURANCE HOLDING CORP 425 PARK AVENUE NEW YORK, NY 10043	X	X		

## Signatures

/s/ John C. Gerspach, Chief Financial Officer	03/30/2010
**Signature of Reporting Person	Date
/s/ John C. Gerspach, Chairman and President	03/30/2010
**Signature of Reporting Person	Date
/s/ John C. Gerspach, President and Chief Executive Officer	03/30/2010
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 securities reported herein are directly beneficially owned by Citigroup Insurance Holding Corporation ("CIHC"). Associated
- (1) Madison Companies, Inc. ("AMAD") is the sole stockholder of CIHC. Citigroup Inc. ("Citigroup") is the sole stockholder of AMAD. AMAD and Citigroup are indirect beneficial owners of the securities reported herein.
  - (2) Each of the Reporting Persons may be deemed a director of the Issuer on the basis of its relationship with two of the directors of the Issuer and/or the relationship among the Reporting Persons described in footnote (1).

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.