MCCULLOUGH ROBERT F

Form 4

December 18, 2017

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

OMB

Check this box if no longer

3235-0287 Number:

OMB APPROVAL

subject to Section 16.

January 31, Expires: 2005 Estimated average

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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).

(Last)

(City)

(Instr. 3)

Stock

(Print or Type Responses)

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

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

Primerica, Inc. [PRI]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year) 12/15/2017

X_ Director Officer (give title

10% Owner Other (specify

1 PRIMERICA PARKWAY

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(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

below)

DULUTH. GA 30099

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

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

7. Nature of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4)

D

(Month/Day/Year)

(Zip)

(A) Amount (D) Price Reported Transaction(s) (Instr. 4) (Instr. 3 and 4)

Code V Common 12/15/2017 J

27.655 19,085.2523 (1) 101.65

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 Exercises Date Expiration Da		7. Title and Amount of	8. Price of	9. Nu Deriv
Derivative Security (Instr. 3)	or Exercise Price of Derivative Security	(Monun Day/Tear)	(Month/Day/Year)	Transacti Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e s	(Month/Day/Year)		Derivative Security (Instr. 5)	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 1 PRIMERICA PARKWAY DULUTH, GA 30099	X						

Signatures

/s/ Stacey K. Geer, attorney in fact 12/18/2017

**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).

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.

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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