Primerica, Inc. Form 4 April 08, 2010

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Number:

Sanuary 31,
Expires: 2005

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average 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).

(Print or Type Responses)

1. Name and Address of Reporting Person ** CITIGROUP INC			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Primerica, Inc. [PRI]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	X DirectorX 10% Owner			
399 PARK AVE	ENUE		04/07/2010	Officer (give title Delow)  Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW YORK, N	IY 10043		Filed(Month/Day/Year)	Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person			
(City)	(Stata)	(7:n)					

(City)	(State)	(Zip) Tai	ble I - Non	-Derivative Sec	urities	<b>Acquire</b>	d, Disposed of, o	or Beneficiall	y 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 AdorDisposed of (D) (Instr. 3, 4 and	)	d (A) or	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)
Common Stock, par value \$0.01	04/07/2010		S	24,564,000	D	\$ 13.95	45,414,588	I	By Subsidiary

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.

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title at Amount of		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(monda, Day, Teal)	(Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Underlyin Securities (Instr. 3 a	ng s	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title Nu of	nount umber uares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
toporting of their rand, radicion	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**

Citigroup Inc., By: /s/ John C. Gerspach, Chief Financial Officer	04/08/2010
**Signature of Reporting Person	Date
Associated Madison Companies, Inc., By: /s/ John C. Gerspach, Chairman and President	04/08/2010
**Signature of Reporting Person	Date
Citigroup Insurance Holding Corporation, By: /s/ John C. Gerspach, President and Chief Executive Officer	04/08/2010

\*\*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).
- 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 one or more 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.

Reporting Owners 2

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