FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person [*] <u>Rand Alison S.</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>Primerica, Inc.</u> [PRI] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | |
|---|---------|-------|---|---|--|--|--|--|
| (Last) (First) (Middle) 3120 BRECKINRIDGE BLVD. | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/21/2013 | X Officer (give title Other (specify below) below) Executive VP and CFO | | | | |
| (Street) DULUTH | GA | 30099 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction 2A. Deemed Date Execution Date (Month/Day/Year) if any (Month/Day/Year) | | Code (Instr. | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership |
|---------------------------------|---|--|--------------|---|--|---------------|---------|--|---|-------------------------|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 02/21/2013 | | F | | 1,783(1) | D | \$32.19 | 82,519 | D | |
| Common Stock | 02/22/2013 | | F | | 1,724(2) | D | \$31.94 | 80,795 | D | |

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) | Code (In | ransaction Derivative Code (Instr. Securities | | tive ties ed (A) bosed of | 6. Date Exerce Expiration Da (Month/Day/) | ate | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) | Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|--|---|----------|--|-----|------------------------------------|---|--------------------|--|-------------------------------------|---|--|---|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | (Instr. 4) | | |

Explanation of Responses:

1. Represents shares withheld to cover taxes due upon the vesting of 5,223 restricted shares on February 21, 2013.

2. Represents shares withheld to cover taxes due upon the vesting of 5,168 restricted shares on Feburary 22, 2013.

/s/ Stacey K. Geer, attorney in fact 02/25/2013

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

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