

## 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 *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
CITIGROUP INC			Primerica, Inc. [ PRI ]		X Director X 10% Owner	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		Officer (give title below)	
			04/23/2010		Other (specify below)	
399 PARK AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(Street)					X Form filed by One Reporting Person	
NEW YORK	NY	10043			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 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	04/23/2010		P <sup>(1)</sup>		5,000	A	\$24.48	29,007,148	I	By Subsidiary <sup>(2)(3)</sup>
Common Stock, par value \$0.01	07/08/2010		P <sup>(1)</sup>		31	A	\$20.79	29,007,179	I	By Subsidiary <sup>(2)(3)</sup>
Common Stock, par value \$0.01	07/08/2010		P <sup>(1)</sup>		31	A	\$20.84	29,007,210	I	By Subsidiary <sup>(2)(3)</sup>
Common Stock, par value \$0.01	07/08/2010		P <sup>(1)</sup>		100	A	\$20.77	29,007,310	I	By Subsidiary <sup>(2)(3)</sup>
Common Stock, par value \$0.01	07/08/2010		P <sup>(1)</sup>		474	A	\$20.78	29,007,784	I	By Subsidiary <sup>(2)(3)</sup>
Common Stock, par value \$0.01	07/19/2010		P <sup>(1)</sup>		11,060	A	\$21.11	29,018,844	I	By Subsidiary <sup>(2)(3)</sup>

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 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) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Equity Swap	(4)	07/09/2010		J/K <sup>(4)</sup>		1		10/12/2010	10/12/2010	Common Stock, par value \$0.01	11,850	(4)	1	I	By Subsidiary <sup>(3)(5)</sup>
Equity Swap	(6)	07/14/2010		J/K <sup>(6)</sup>		1		10/14/2010	10/14/2010	Common Stock, par value \$0.01	1,580	(6)	1	I	By Subsidiary <sup>(3)(5)</sup>
Equity Swap	(7)	07/19/2010		J/K <sup>(7)</sup>		1		10/19/2010	10/19/2010	Common Stock, par value \$0.01	11,850	(7)	1	I	By Subsidiary <sup>(3)(5)</sup>

## Explanation of Responses:

- These shares of Common Stock are held by Citigroup Global Markets Inc. ("CGMI").
- The securities reported herein are directly beneficially owned by Citigroup Insurance Holding Corporation ("CIHC") and CGMI, each of which is an indirect wholly-owned subsidiary of the reporting person. Associated Madison Companies, Inc. ("AMAD") is the sole stockholder of CIHC. Citigroup Financial Products Inc. ("CFP") is the sole stockholder of CGMI. Citigroup Global Markets Holdings Inc. ("CGMH") is the sole stockholder of CFP. Citigroup Inc. ("Citigroup") is the sole stockholder of each of AMAD and CGMH. AMAD, CFP, CGMH and Citigroup are indirect beneficial owners of the securities reported herein.
- 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 and/or the relationship among the persons described in footnote (2).
- On July 9, 2010, Citibank, N.A. ("CNA"), an indirect wholly-owned subsidiary of the reporting person, entered into an equity total return swap agreement with a counterparty at a strike price of \$20.95 per share under which CNA will be obligated to pay the counterparty an amount equal to the increase in the market value of the 11,850 shares at expiration or the counterparty will be obligated to pay CNA an amount equal to the decrease in the market value of the 11,850 shares at expiration. During the term of the agreement, the counterparty will pay CNA interest on \$248,257.50 at a LIBOR-based rate.
- The securities reported herein are directly beneficially owned by CNA, an indirect wholly-owned subsidiary of the reporting person. Citicorp is the sole stockholder of CNA. Citigroup Inc. is the sole stockholder of Citicorp. Citicorp and Citigroup are indirect beneficial owners of the securities reported herein.
- On July 14, 2010, CNA entered into an equity total return swap agreement with a counterparty at a strike price of \$20.98 per share under which CNA will be obligated to pay the counterparty an amount equal to the increase in the market value of the 1,580 shares at expiration or the counterparty will be obligated to pay CNA an amount equal to the decrease in the market value of the 1,580 shares at expiration. During the term of the agreement, the counterparty will pay CNA interest on \$33,148.40 at a LIBOR-based rate.
- On July 19, 2010, CNA entered into an equity total return swap agreement with a counterparty at a strike price of \$21.11 per share under which CNA will be obligated to pay the counterparty an amount equal to the increase in the market value of the 11,850 shares at expiration or the counterparty will be obligated to pay CNA an amount equal to the decrease in the market value of the 11,850 shares at expiration. During the term of the agreement, the counterparty will pay CNA interest on \$250,153.50 at a LIBOR-based rate.

Citigroup Inc., By: /s/ Ali L.  
Karshan, Name: Ali L. Karshan, 07/22/2010  
Title: Assistant Secretary

\*\* 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.

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