

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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>CITIGROUP INC</u> (Last) (First) (Middle) <u>399 PARK AVENUE</u> (Street) <u>NEW YORK NY 10043</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Primerica, Inc. [PRI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/29/2011</u>		
	4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	04/29/2011		s ⁽¹⁾		123	D	\$23.46	17,041,251	I	By Subsidiary ⁽²⁾
Common Stock, par value \$0.01	04/29/2011		s ⁽¹⁾		700	D	\$23.47	17,040,551	I	By Subsidiary ⁽²⁾
Common Stock, par value \$0.01	04/29/2011		s ⁽¹⁾		361	D	\$23.49	17,040,190	I	By Subsidiary ⁽²⁾
Common Stock, par value \$0.01	04/29/2011		s ⁽¹⁾⁽³⁾		939	D	\$23.49	17,040,190	I	By Subsidiary ⁽²⁾
Common Stock, par value \$0.01	04/29/2011		s ⁽¹⁾⁽³⁾		500	D	\$23.5	17,040,190	I	By Subsidiary ⁽²⁾
Common Stock, par value \$0.01	04/29/2011		s ⁽¹⁾⁽³⁾		1,205	D	\$23.51	17,040,190	I	By Subsidiary ⁽²⁾
Common Stock, par value \$0.01	04/29/2011		s ⁽¹⁾⁽³⁾		100	D	\$23.52	17,040,190	I	By Subsidiary ⁽²⁾

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					

Explanation of Responses:

- This transaction was executed by Citibank, N.A. ("CNA").
- The securities reported herein are directly beneficially owned by Citigroup Insurance Holding Corporation ("CIHC"), Citigroup Global Markets Inc. ("CGMI"), CNA and Citigroup Trust - Delaware, National Association ("CTDENA"), 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. Citicorp ("CHI") is the sole stockholder of CNA. CNA is the sole stockholder of CTDENA. Citigroup Inc. ("Citigroup") is the sole stockholder of each of AMAD, CGMH and CHI. AMAD, CFP, CGMH, CHI and Citigroup are indirect beneficial owners of the securities reported herein.
- This transaction was effected by CNA in connection with a short sale against the box.

Remarks:

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).

Citigroup Inc., By: /s/ Ali L. Karshan, Name: Ali L. Karshan, 05/03/2011
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.

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.