

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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. Date of Event Requiring Statement (Month/Day/Year) <u>03/30/2010</u>	3. Issuer Name and Ticker or Trading Symbol <u>Primerica, Inc. [ PRI ]</u>	
		4. 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)	5. 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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01	100	I	By Subsidiary <sup>(1)(X2)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person \*  
CITIGROUP INC  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
399 PARK AVENUE  
 \_\_\_\_\_  
 (Street)  
NEW YORK NY 10043  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person \*  
ASSOCIATED MADISON COMPANIES INC  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
425 PARK AVENUE  
 \_\_\_\_\_  
 (Street)  
NEW YORK NY 10043  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person \*  
CITIGROUP INSURANCE HOLDING CORP  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
425 PARK AVENUE  
 \_\_\_\_\_  
 (Street)  
NEW YORK NY 10043  
 \_\_\_\_\_  
 (City) (State) (Zip)

**Explanation of Responses:**

- The securities reported herein are directly beneficially owned by Citigroup Insurance Holding Corporation ("CIHC"). Associated 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.
- Each of the Reporting Persons may be deemed a director of the Issuer on the basis of its relationship with two of the directors of the Issuer and/or the relationship among the Reporting Persons described in footnote (1).

**Remarks:**

<u>/s/ John C. Gerspach, Chief Financial Officer</u>	<u>03/30/2010</u>
<u>/s/ John C. Gerspach, Chairman and President</u>	<u>03/30/2010</u>
<u>/s/ John C. Gerspach, President and Chief Executive Officer</u>	<u>03/30/2010</u>
** 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 5 (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.**