

Martin Michael E.  
Form 3  
April 21, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

|  |         |                                      |  |  |
|--|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person *                              |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol      |  |
| Â Martin Michael E.  |         | (Month/Day/Year)                     | Primerica, Inc. [PRI]                            |  |
| (Last)   | (First) | (Middle)                             | 04/15/2010                                       |  |
| C/O WARBURG PINCUS LLC, Â 450 LEXINGTON AVENUE                         |         |                                      | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)   |         |                                      | (Check all applicable)                           |  |
| NEW YORK, Â NY Â 10017   |         |                                      | <input checked="" type="checkbox"/> Director     | <input type="checkbox"/> 10% Owner                   |
| (City)   | (State) | (Zip)                                | <input type="checkbox"/> Officer                 | <input type="checkbox"/> Other                       |
|  |         |                                      | (give title below)                               | (specify below)                                      |
| 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<br>(Instr. 4)                       | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5)   |
|--|--|---|--|
| Common Stock, par value \$.01 per share ("Common Stock") | 16,412,440   | I   | See footnotes. <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

