## Edgar Filing: Schneider Peter W. - Form 4

| Schneider P   | eter W.              |                     |            |   |            |           |  |   |                           |                         |  |  |
|---|----------------------|---------------------|------------|---|------------|-----------|--|---|---------------------------|-------------------------|--|--|
| Form 4  |                      |                     |            |   |            |           |  |   |                           |                         |  |  |
| May 10, 201   | 1                    |                     |            |   |            |           |  |   |                           |                         |  |  |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION |                      |                     |            |   |            |           |  |   | OMB APPROVAL              |                         |  |  |
|   | UNITED               | STATES              |            |   |            |           | ANGE CO  | OMMISSION   | OMB                       | 3235-0287               |  |  |
| Check th  | uis box              |                     | Wa         | shington  | , D.C. 20  | )549      |  |   | Number:                   |                         |  |  |
| if no lon   | ger                  |                     |            |   | DENTER     |           |  |   | Expires:                  | January 31,<br>2005     |  |  |
| subject t   | o SIAIEN             | MENT O              | F CHAP     | NGES IN BENEFICIAL OWNERSH                                  |            |           |  | ERSHIP OF   | Estimated average         |                         |  |  |
|   | Section 16.          |                     |            |   | SECURITIES |           |  |   |                           | s per                   |  |  |
| Form 4 o<br>Form 5                                      |                      | report to           | Section 1  | 16(n) of the  | o Soouri   | tion I    | Tychongo   | Act of 1934,  | response                  | 0.5                     |  |  |
| obligatio   | <b>n</b> c <b>*</b>  |                     |            |   |            |           | •  | 1935 or Section                                     |                           |                         |  |  |
| may con   | unue.                |                     |            | nvestment   |            |           |  |   |                           |                         |  |  |
| <i>See</i> Instr<br>1(b).                               | ruction              | 50(11)              | or the h   | i vestinen.   | compu      |           |  | ,   |                           |                         |  |  |
| -(-).   |                      |                     |            |   |            |           |  |   |                           |                         |  |  |
| (Print or Type  | Responses)           |                     |            |   |            |           |  |   |                           |                         |  |  |
|   |                      |                     |            |   |            |           |  |   |                           |                         |  |  |
|   | Address of Reporting | Person <sup>*</sup> |            |   |            |           |  | 5. Relationship of Reporting Person(s) to<br>Issuer |                           |                         |  |  |
| Schneider Peter W. Symbol                               |                      |                     |            | 01  |            |           |  | Issuer  |                           |                         |  |  |
|   |                      |                     | Primeri    | ica, Inc. [PRI]   |            |           |  | (Check all applicable)                              |                           |                         |  |  |
| (Last)  | (First) (            | Middle)             | 3. Date of | of Earliest T   | ransaction |           |  |   |                           |                         |  |  |
|   |                      |                     |            | nth/Day/Year)   |            |           | Director   |   | Owner                     |                         |  |  |
| 3120 BRECKINRIDGE BLVD. 05/06/2                         |                      |                     |            |   |            |           | XOfficer (give titleOther (specify below) below) |   |                           |                         |  |  |
|   |                      |                     |            |   |            |           |  | Exec. VP and  | nd General Co             | unsel                   |  |  |
|   |                      |                     | 4. If Am   | nendment, Date Original                                     |            |           |  | 6. Individual or Joint/Group Filing(Check           |                           |                         |  |  |
|   |                      |                     | Filed(Mo   | •   |            |           |  | Applicable Line)                                    |                           |                         |  |  |
|   | ~                    |                     |            |   |            |           |  | _X_ Form filed by On<br>Form filed by Mo            |                           |                         |  |  |
| DULUTH,   | GA 30099             |                     |            |   |            |           | -  | Person  | ste ului olle Rej         | Joiting                 |  |  |
| (City)  | (State)              | (Zip)               | Tab        | le I - Non-l  | Derivative | Secu      | rities Acqu                                      | ired, Disposed of,                                  | or Beneficiall            | y Owned                 |  |  |
| 1.Title of  | 2. Transaction Date  | 2A. Deem            |            | 3.  |            |           | equired (A)                                      |   | 6.                        | 7. Nature of            |  |  |
| Security  | (Month/Day/Year)     | Execution           |            | f Transactionor Disposed of (D)<br>Code (Instr. 3, 4 and 5) |            |           |  | Securities  | Ownership                 | Indirect                |  |  |
| (Instr. 3)  |                      | any                 |            |   |            |           |  | Beneficially  | Form:                     | Beneficial              |  |  |
|   |                      | (Month/D            | ay/Year)   | (Instr. 8)  |            |           |  | Owned<br>Following                                  | Direct (D)<br>or Indirect | Ownership<br>(Instr. 4) |  |  |
|   |                      |                     |            |   |            |           |  | Reported  | (I)                       | (1150.4)                |  |  |
|   |                      |                     |            |   |            | (A)<br>or |  | Transaction(s)                                      | (Instr. 4)                |                         |  |  |
|   |                      |                     |            | Code V  | Amount     | (D)       | Price  | (Instr. 3 and 4)                                    |                           |                         |  |  |
| Common  | 05/06/2011           | 05/06/20            | )11        |   |            |           | \$   | 120 476   | D                         |                         |  |  |
| Stock   | 05/06/2011           | 05/06/20            | )11        | S   | 7,000      | D         | 22.4619  | 130,476   | D                         |                         |  |  |
|   |                      |                     |            |   |            |           |  |   |                           |                         |  |  |

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

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 Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transact<br>Code<br>(Instr. 8) | 5.<br>ionNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     |                    | Amou<br>Unde<br>Secur | le and<br>unt of<br>rlying<br>rities<br>r. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Owna<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|--------------------------------------|--|---------------------|--------------------|-----------------------|---|---|--|
|   |   |   |   | Code V                               | 7 (A) (D)  | Date<br>Exercisable | Expiration<br>Date | Title                 | Amount<br>or<br>Number<br>of<br>Shares              |   |  |

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## **Reporting Owners**

| Reporting Owner Name / Address                                    | Relationships |           |                              |       |  |  |  |
|---|---------------|-----------|------------------------------|-------|--|--|--|
|   | Director      | 10% Owner | Officer                      | Other |  |  |  |
| Schneider Peter W.<br>3120 BRECKINRIDGE BLVD.<br>DULUTH, GA 30099 |               |           | Exec. VP and General Counsel |       |  |  |  |
| Signatures  |               |           |                              |       |  |  |  |
| /s/ Stacey K. Geer, attorney in fact                              | 0             | 5/09/2011 |                              |       |  |  |  |

<u>\*\*</u>Signature of Reporting Person

Date

## **Explanation of Responses:**

\* 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.