

AMERICAN NATIONAL INSURANCE CO /TX/
 Form 4
 May 02, 2014

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 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 *
 Ferdinandsen George Richard

2. Issuer Name and Ticker or Trading Symbol
 AMERICAN NATIONAL INSURANCE CO /TX/ [ANAT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 ONE MOODY PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/01/2014

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
 Advisory Director

GALVESTON, TX 77550

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock ⁽¹⁾	05/01/2014		M		6,207 A \$ 0	D	
Common Stock ⁽¹⁾	05/01/2014		D		6,207 D \$ 114.41	D	
Common Stock ⁽²⁾	05/01/2014		D		40,000 D \$ 114.41	D	

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

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number.

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	(3)	05/01/2014		M	4,431	03/01/2013 ⁽⁴⁾ 03/01/2015 ⁽⁴⁾	Common Stock	4,431
Restricted Stock Units	(3)	05/01/2014		M	1,776	03/01/2014 ⁽⁵⁾ 03/01/2016 ⁽⁵⁾	Common Stock	1,776

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ferdinandtsen George Richard ONE MOODY PLAZA GALVESTON, TX 77550				Advisory Director

Signatures

/s/ G. Richard Ferdinandtsen, by J. Mark Flippin as
Attorney-in-Fact

05/02/2014

__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).

(1) This transaction represents the settlement of vested restricted stock units in cash based on the closing price of the Issuer's common stock on May 1, 2014. For reporting purposes, such settlement is treated as a simultaneous acquisition and disposition of the underlying common stock. These restricted stock units vested upon the retirement of the reporting person as an officer (Vice Chairman) of the Issuer on May 1, 2014.

(2) This transaction represents the settlement of vested restricted stock in cash based on the closing price of the Issuer's common stock on May 1, 2014. 20,000 shares of such restricted stock were granted in 2004, and 20,000 shares were granted in 2008. Vesting was effective upon the retirement of the reporting person as an officer (Vice Chairman) of the Issuer on May 1, 2014.

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- (3) Each restricted stock unit represents a contingent right to receive, upon vesting, one share of the Issuer's common stock or, at the election of the reporting person, cash in an amount equal to the closing price of such stock on the date of vesting.
- (4) These restricted stock units vest in three substantially equal annual installments, beginning March 1, 2013, or upon the reporting person's earlier retirement, death or disability.
- (5) These restricted stock units vest in three substantially equal annual installments, beginning March 1, 2014, or upon the reporting person's earlier retirement, death or disability.

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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