

AMERICAN NATIONAL INSURANCE CO /TX/

Form 4

March 03, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pozzi James Edward

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)
03/01/2015

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

See Remarks

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾	03/01/2015		M	5,154	A \$ 0	19,611	D
Common Stock ⁽¹⁾	03/01/2015		D	5,154	D \$ 104.75	14,457	D

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

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information contained in this form are not
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SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	
				Code	V	(A)	(D)		
Restricted Stock Units	<u>(2)</u>	03/01/2015		M		1,141	03/01/2013 ⁽³⁾	03/01/2015 ⁽³⁾	Common Stock
Restricted Stock Units	<u>(2)</u>	03/01/2015		M		2,121	03/01/2014 ⁽⁴⁾	03/01/2016 ⁽⁴⁾	Common Stock
Restricted Stock Units	<u>(2)</u>	03/01/2015		M		1,892	03/01/2015 ⁽⁵⁾	03/01/2017 ⁽⁵⁾	Common Stock
Restricted Stock Units	<u>(2)</u>	03/02/2015		A		7,113	03/01/2016 ⁽⁶⁾	03/01/2018 ⁽⁶⁾	Common Stock

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pozzi James Edward ONE MOODY PLAZA GALVESTON, TX 77550	X		See Remarks	

James E. Pozzi by J. Mark Flippin as
Attorney-in-Fact 03/02/2015

Date _____

* 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).

This transaction represents the settlement of vested restricted stock units in cash based on the closing price of Issuer's common stock on

(1) February 27, 2015. For reporting purposes, such settlement is treated as a simultaneous acquisition and disposition of the underlying common stock.

Reporting Owners

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Each restricted stock unit represents a contingent right to receive, upon vesting, one share of 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.

- (3) 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.
- (4) 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.
- (5) These restricted stock units vest in three substantially equal annual installments, beginning March 1, 2015, or upon the reporting person's earlier retirement, death or disability.
- (6) These restricted stock units vest in three substantially equal annual installments, beginning March 1, 2016, or upon the reporting person's earlier retirement, death or disability.

Remarks:

President, Chief Operating Officer

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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