

AMERICAN NATIONAL INSURANCE CO /TX/  
 Form 4  
 March 03, 2017

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 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)  
 03/01/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, CEO and President

GALVESTON, TX 77550  
 (City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock <sup>(1)</sup>     | 03/01/2017                           |  | M                              | 8,294   | A \$ 0  | 24,604   | D   |
| Common Stock <sup>(2)</sup>     | 03/01/2017                           |  | F                              | 3,480   | D \$ 123.84   | 21,124   | D   |
| Common Stock <sup>(3)</sup>     | 03/01/2017                           |  | D                              | 2,407   | D \$ 123.84   | 18,717   | 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                     | (4)  | 03/01/2017                           |  | M                              | 1,891   | 03/01/2015 <sup>(5)</sup> 03/01/2017 <sup>(5)</sup>      | Common Stock  | 1,891                      |
| Restricted Stock Units                     | (4)  | 03/01/2017                           |  | M                              | 2,371   | 03/01/2016 <sup>(6)</sup> 03/01/2018 <sup>(6)</sup>      | Common Stock  | 2,371                      |
| Restricted Stock Units                     | (4)  | 03/01/2017                           |  | M                              | 4,032   | 03/01/2017 <sup>(7)</sup> 03/01/2019 <sup>(7)</sup>      | Common Stock  | 4,032                      |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| Pozzi James Edward<br>ONE MOODY PLAZA<br>GALVESTON, TX 77550 | X             |           | Chairman, CEO and President |       |

## Signatures

James E. Pozzi, by J. Mark Flippin as attorney-in-fact

03/02/2017

\_\_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) The reported transaction represents the the vesting of 8,294 restricted stock units.

(2) Shares were withheld at the election of the reporting person to satisfy applicable tax obligations.

(3)

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The remaining shares were settled one-half in stock and one-half in cash based on the closing price of Issuer's common stock on March 1, 2017. For reporting purposes, such cash settlement is treated as a simultaneous acquisition and disposition of the underlying common stock.

- (4) 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.
- (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.
- (7) These restricted stock units vest in three substantially equal annual installments, beginning March 1, 2017, 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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