

AMERICAN NATIONAL INSURANCE CO /TX/

Form 4

March 05, 2014

**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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ferdinandtsen 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)

3. Date of Earliest Transaction

(Month/Day/Year)

03/03/2014

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_X\_\_\_\_ Other (specify below)

Vice Chairman / Advisory Director

ONE MOODY PLAZA

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person

\_\_\_\_ Form filed by More than One Reporting  
Person

GALVESTON, TX 77550

(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 <u>(1)</u>	03/03/2014		M	5,320	A \$ 0	78,484	D
Common Stock <u>(1)</u>	03/03/2014		D	5,320	D \$ 113.49	73,164	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  
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SEC 1474  
(9-02)

**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)	8. Amount or Number of Shares
Restricted Stock Units	(2)	03/03/2014		M	4,432	03/01/2013 <sup>(3)</sup> 03/01/2015 <sup>(3)</sup>	Common Stock	4,432
Restricted Stock Units	(2)	03/03/2014		M	888	03/01/2014 <sup>(4)</sup> 03/01/2016 <sup>(4)</sup>	Common Stock	888

## Reporting Owners

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

## Signatures

/s/ G. Richard Ferdinandtsen, by J. Mark Flippin as Attorney-in-Fact 03/04/2014

\_\_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).

- 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 28, 2014. For reporting purposes, such settlement is treated as a simultaneous acquisition and disposition of the underlying common stock. The scheduled vesting date for this transaction was March 1, 2014.
  - (2) 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.

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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