

Pozzi James Edward
Form 4
March 05, 2013

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)
03/01/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
President, COO

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)
			Code	V	Amount or Price		
Common Stock <u>(1)</u>	03/01/2013		M		3,280 A \$ 0	3,942	D
Common Stock <u>(2)</u>	03/01/2013		F		1,378 D \$ 80.05	2,564	D
Common Stock <u>(3)</u>	03/01/2013		A		10,000 A \$ 0	12,564	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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(4)	03/01/2013		M		2,138		03/01/2013 ⁽⁵⁾	⁽⁵⁾	Common Stock
Restricted Stock Units	(4)	03/01/2013		M		1,142		03/01/2013 ⁽⁶⁾	03/01/2015 ⁽⁶⁾	Common Stock
Restricted Stock Units	(4)	03/01/2013		A		6,362		03/01/2014 ⁽⁷⁾	03/01/2016 ⁽⁷⁾	Common Stock

Reporting Owners

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

Signatures

/s/ James E. Pozzi
03/04/2013

**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 shares of common stock.
- (2) Shares withheld at the election of the reporting person to satisfy applicable tax obligations.
- (3) This transaction represents an award of restricted stock. The forfeiture restrictions with respect to such restricted stock lapse on March 1, 2023, assuming the continued employment of the reporting person, or upon the reporting person's earlier retirement, death or disability.

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- (4) 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.
- (5) This entire restricted stock unit award vested on March 1, 2013.
- (6) These restricted stock units vest in three substantially equal annual installments, beginning on March 1, 2013, or upon the reporting person's earlier retirement, death or disability.
- (7) These restricted stock units vest in three substantially equal annual installments, beginning on 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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