

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 *
Johnson Johnny David

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)

03/01/2015

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

See Remarks

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>	03/01/2015		M	V Amount (A) or (D) Price 720 A \$ 0	1,284	D	
Common Stock <u>(2)</u>	03/01/2015		F	197 D \$ 104.75	1,087	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
required to respond unless the form
displays a currently valid OMB control
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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	(3)	03/01/2015		M	66	03/01/2013 ⁽⁴⁾ 03/01/2015 ⁽⁴⁾	Common Stock
Restricted Stock Units	(3)	03/01/2015		M	367	03/01/2014 ⁽⁵⁾ 03/01/2016 ⁽⁵⁾	Common Stock
Restricted Stock Units	(3)	03/01/2015		M	287	03/01/2015 ⁽⁶⁾ 03/01/2017 ⁽⁶⁾	Common Stock
Restricted Stock Units	(3)	03/02/2015		A	1,571	03/01/2016 ⁽⁷⁾ 03/01/2018 ⁽⁷⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Johnny David ONE MOODY PLAZA GALVESTON, TX 77550			See Remarks	

Signatures

J.D. Johnson, by J. Mark Flippin as Attorney-in-Fact 03/02/2015

____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)

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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.

- (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.
- (6) 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.
- (7) 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:

Executive Vice President, Corporate Business Process Officer & Chief Information 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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