

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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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Dunn John J. Jr.

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)
 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock <u>(1)</u>	03/01/2017		M	2,401	A	\$ 0	7,730	D
Common Stock <u>(2)</u>	03/01/2017		F	1,008	D	\$ 123.84	6,722	D

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

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	(3)	03/01/2017		M	907	03/01/2015 ⁽⁴⁾ 03/01/2017 ⁽⁴⁾	Common Stock	907
Restricted Stock Units	(3)	03/01/2017		M	967	03/01/2016 ⁽⁵⁾ 03/01/2018 ⁽⁵⁾	Common Stock	967
Restricted Stock Units	(3)	03/01/2017		M	527	03/01/2017 ⁽⁶⁾ 03/01/2019 ⁽⁶⁾	Common Stock	527

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dunn John J. Jr. ONE MOODY PLAZA GALVESTON, TX 77550			See Remarks	

Signatures

John J. Dunn, Jr. 03/02/2017
 __Signature of Date
 Reporting Person

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 Reporting Person to satisfy applicable tax obligations.
- (3) 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)

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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.

- (5) 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.
- (6) 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.

Remarks:

Executive Vice President, Chief Financial Officer & Treasurer

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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