

Herz Irwin Max Jr
Form 4
May 03, 2018

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 *
Herz Irwin Max 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)
05/01/2018

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock ⁽¹⁾ | 05/01/2018 | | M | 750 | A \$ 0 | 20,425 | D |
| Common Stock ⁽²⁾ | 05/01/2018 | | F | 300 | D \$ 121.93 | 20,125 | D |
| Common Stock ⁽³⁾ | 05/01/2018 | | F | 800 | D \$ 121.93 | 19,325 | 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) | 05/01/2018 | | M | 750 | 05/01/2018 ⁽⁵⁾ 05/01/2018 ⁽⁵⁾ | Common Stock | 750 |
| Restricted Stock Units | (6) | 05/01/2018 | | A | 750 | 05/01/2019 ⁽⁷⁾ 05/01/2019 ⁽⁷⁾ | Common Stock | 750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| Herz Irwin Max Jr ONE MOODY PLAZA GALVESTON, TX 77550 | | X | | Advisory Director |

Signatures

Irwin M. Herz, Jr., by J. Mark Flippin as Attorney-in-Fact 05/03/2018

**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 Reporting Person to satisfy applicable tax obligations.
These 800 shares were withheld at the option of the reporting person to satisfy applicable tax obligations in connection with the May 1, 2018 expiration of forfeiture restrictions on 2,000 shares of restricted stock. Such 2,000 shares of restricted stock, granted May 1, 2008, were previously included in the reporting person's direct common stock holdings in prior reports on Forms 3 and 4.
- (3)
- (4)

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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.

- (5) These restricted stock units vested on May 1, 2018.
- (6) Each restricted stock unit represents a contingent right to receive, upon vesting, cash in an amount equal to the closing price of Issuer's common stock on the date of vesting.
- (7) These restricted stock units vest on May 1, 2019, or upon the reporting person's earlier retirement, death or disability.

Remarks:

Reporting Person is trustee of the Three R Trusts, which as of the date of this filing has direct beneficial ownership of 9,550 sh

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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