

Moody-Dahlberg Frances A
Form 4
March 05, 2013

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Moody-Dahlberg Frances A

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	03/01/2013		M		500	A	\$ 0 7,687
Common Stock ⁽¹⁾	03/01/2013		D		500	D	\$ 80.05 7,187

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

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information contained in this form are not
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SEC 1474
(9-02)

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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	(2)	03/01/2013		M	250	03/01/2012 ⁽³⁾ 03/01/2014 ⁽³⁾	Common Stock	25
Restricted Stock Units	(2)	03/01/2013		M	250	03/01/2013 ⁽⁴⁾ 03/01/2015 ⁽⁴⁾	Common Stock	25
Restricted Stock Units	(2)	03/01/2013		A	750	03/01/2014 ⁽⁵⁾ 03/01/2016 ⁽⁵⁾	Common Stock	75

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moody-Dahlberg Frances A ONE MOODY PLAZA GALVESTON, TX 77550	X	X		

Signatures

Frances Anne Moody-Dahlberg, by J. Mark Flippin as
Attorney-in-Fact

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 cash based on the closing price of the issuer's common stock on the date of vesting. For reporting purposes, such settlement is treated as a simultaneous acquisition and disposition of the underlying common stock.

(2) 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.

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- (3) These restricted stock units vest in three substantially equal annual installments, beginning on March 1, 2012, or upon the reporting person's earlier retirement, death or disability.
- (4) 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.
- (5) 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.

Remarks:

Reporting Person is one of three trustees of The Moody Foundation, which as of the date of this filing owns 6,157,822 shares of common stock.

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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