

AMERICAN NATIONAL INSURANCE CO /TX/
 Form 5
 February 10, 2017

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Carlton William Franklin

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP & Corporate Controller

ONE MOODY PLAZA
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
 (check applicable line)

GALVESTON, TX 77550

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--|--|---|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock ⁽¹⁾ | 06/08/2016 | Â | M4 | 267 | A | \$ 110.83 | 292 | D | Â |
| Common Stock ⁽¹⁾ | 06/08/2016 | Â | D4 | 267 | D | \$ 120.25 | 292 | D | Â |
| Common Stock ⁽¹⁾ | 12/09/2016 | Â | M4 | 66 | A | \$ 110.83 | 292 | D | Â |
| Common Stock ⁽¹⁾ | 12/09/2016 | Â | D4 | 66 | D | \$ 131.18 | 292 | D | Â |

| | | | | | | | | | |
|-------------------------|------------|---|----|-----|---|-----------|-----|---|---|
| Common Stock <u>(2)</u> | 12/09/2016 | Â | M4 | 200 | A | \$ 116.48 | 292 | D | Â |
| Common Stock <u>(2)</u> | 12/09/2016 | Â | D4 | 200 | D | \$ 131.17 | 292 | D | Â |

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 number.

SEC 2270 (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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|---------------------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Stock Appreciation Right | \$ 110.83 | 06/08/2016 | Â | M4 | Â | 267 | 05/01/2011 ⁽³⁾ | 05/01/2020 ⁽⁴⁾ | Common Stock |
| Stock Appreciation Right | \$ 110.83 | 12/09/2016 | Â | M4 | Â | 66 | 05/01/2011 ⁽³⁾ | 05/01/2020 ⁽⁴⁾ | Common Stock |
| Stock Appreciation Right | \$ 116.48 | 12/09/2016 | Â | M4 | Â | 200 | 05/01/2009 ⁽³⁾ | 05/01/2018 ⁽⁴⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| Carlton William Franklin ONE MOODY PLAZA GALVESTON, TX 77550 | Â | Â | Â | SVP & Corporate Controller |

Signatures

/s/ William F. Carlton, by J. Mark Flippin as attorney-in-fact

02/10/2017

**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) The transaction reported herein reflects the exercise of stock appreciation rights for cash based on the spread between (i) the closing price of the issuer's common stock on the date of exercise and (ii) the exercise price reported above.
- (2) The transaction reported herein reflects the exercise of stock appreciation rights for cash based on the spread between (i) the average of the high and low prices of the issuer's common stock on the date of exercise and (ii) the exercise price reported above.
- (3) SARs become exercisable in five equal annual installments beginning on the date shown.
- (4) SARs expire five years from the date they become exercisable. The date shown represents the expiration date of the final installment of SARs to become exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.