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HENDERSON ALAN C
 Form 5
 December 11, 2002

 FORM 5

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

// Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

// Form 3 Holdings Reported

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

// Form 4 Transactions Reported

1. Name and Address of Reporting Person*			2. Issuer Name AND Ticker or Trading Symbol		6. Relationship (C) X Director __Officer (gi	
Henderson	Alan	C.	Reinsurance Group of America, Incorporated (NYSE:RGA)			
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for Month/Year December 2002	
7733 Forsyth Blvd., Suite 1700					5. If Amendment, Date of Original (Month/Year)	
(Street)					7. Individual or (check applic X Form Filed __Form Filed	
St. Louis	MO	63105				
(City)	(State)	(Zip)				

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TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

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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) Amount (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)
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