

HUTTON WILLIAM L  
Form 3  
January 31, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â HUTTON WILLIAM L</p> <p>(Last) (First) (Middle)</p> <p>C/O REINSURANCE GROUP OF AMERICA INC.,Â 1370 TIMBERLAKE MANOR PARKWAY</p> <p>(Street)</p> <p>CHESTERFIELD,Â MOÂ 63017</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/24/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>REINSURANCE GROUP OF AMERICA INC [RGA]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, General Counsel &amp; Sec'y</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	781	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (right to purchase)	01/29/2003	01/29/2013	Common Stock	386	\$ 27.29	D	Â
Employee Stock Option (right to purchase)	01/28/2004	01/28/2014	Common Stock	699	\$ 39.61	D	Â
Employee Stock Option (right to purchase)	01/27/2005	01/27/2015	Common Stock	693	\$ 47.47	D	Â
Employee Stock Option (right to purchase)	02/21/2006	02/21/2016	Common Stock	762	\$ 47.48	D	Â
Employee Stock Option (right to purchase)	02/20/2007	02/20/2017	Common Stock	1,287	\$ 59.63	D	Â
Employee Stock Option (right to purchase)	02/20/2008	02/20/2018	Common Stock	1,815	\$ 56.03	D	Â
Employee Stock Option (right to purchase)	02/18/2009	02/18/2019	Common Stock	5,309	\$ 32.2	D	Â
Employee Stock Option (right to purchase)	02/19/2010 <sup>(1)</sup>	02/19/2020	Common Stock	3,147	\$ 47.1	D	Â
Employee Stock Option (right to purchase)	02/19/2010 <sup>(1)</sup>	02/19/2020	Common Stock	1,500	\$ 47.1	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUTTON WILLIAM L C/O REINSURANCE GROUP OF AMERICA INC. 1370 TIMBERLAKE MANOR PARKWAY CHESTERFIELD, MO 63017	Â	Â	Â SVP, General Counsel & Sec'y	Â

## Signatures

/s/ William L. Hutton 01/31/2011

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 options were granted on February 19, 2010 and vest in 25% increments on each of December 31, 2011, 2012, 2013, and 2014.

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**Remarks:**

REMARKS:Â Â ExhibitÂ 24,Â PowerÂ ofÂ AttorneyÂ isÂ attached.

Note: File three copies of this Form, one of which must be manually signed. If space 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.