

REINSURANCE GROUP OF AMERICA INC
 Form 4
 November 26, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 HENDERSON ALAN C

2. Issuer Name and Ticker or Trading Symbol
 REINSURANCE GROUP OF AMERICA INC [RGA]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1370 TIMBERLAKE MANOR PARKWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/25/2008

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

CHESTERFIELD, MO 63017

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Class A Common Stock | 11/25/2008 | | J ⁽¹⁾ | V | 6,996 | D | 0 | D |
| Common Stock | 11/25/2008 | | J ⁽¹⁾ | V | 6,996 | A | 6,996 | D |

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

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SEC 1474 (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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Stock Option (right to purchase) | \$ 31.25 | 11/25/2008 | | J ⁽¹⁾ V | 3,000 | ⁽²⁾ 05/22/2012 | Class A Common Stock | 3,000 |
| Stock Option (right to purchase) | \$ 31.25 | 11/25/2008 | | J ⁽¹⁾ V | 3,000 | ⁽²⁾ 05/22/2012 | Common Stock | 3,000 |
| Stock Option (right to purchase) | \$ 27.29 | 11/25/2008 | | J ⁽¹⁾ V | 3,000 | ⁽³⁾ 01/29/2013 | Class A Common Stock | 3,000 |
| Stock Option (right to purchase) | \$ 27.29 | 11/25/2008 | | J ⁽¹⁾ V | 3,000 | ⁽³⁾ 01/29/2013 | Common Stock | 3,000 |
| Phantom Stock | ⁽⁴⁾ | 11/25/1980 | | J ⁽¹⁾ V | 1,086 ⁽⁵⁾ | ⁽⁶⁾ 12/31/2012 | Class A Common Stock | 1,086 |
| Phantom Stock | ⁽⁴⁾ | 11/25/2008 | | J ⁽¹⁾ V | 1,086 ⁽⁵⁾ | ⁽⁶⁾ 12/31/2012 | Common Stock | 1,086 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HENDERSON ALAN C 1370 TIMBERLAKE MANOR PARKWAY CHESTERFIELD, MO 63017 | X | | | |

Signatures

/s/ William Hutton as power of
attorney

11/26/2008

__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) Pursuant to Rule 16b-7 (also under Rule 16b-3(d) and (e)), each share of Class A Common Stock was redesignated as one share of Common Stock.
- (2) The options were granted on May 22, 2002 and vest in 20% increments on May 22, 2003, 2004, 2005, 2006 and 2007.
- (3) The options were granted on January 29, 2003 and vest in 20% increments on January 29, 2004, 2005, 2006, 2007 and 2008.
- (4) 1 for 1 based upon fair market value for Common Stock.
- (5) Acquired in lieu of cash payment and stock grant for director's annual retainer and meeting fees.
- (6) Vests on the earlier of (i) 10 years from the last day of the plan year in which the phantom unit is granted or (ii) the holder's retirement. Payable in cash or common stock at the election of the Board.
- (7) Mr. Henderson beneficially owns a total of 1,086 phantom shares of various classes.

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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