

REINSURANCE GROUP OF AMERICA INC

Form 4

November 26, 2008

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

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(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

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

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

(Street)

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

CHESTERFIELD, MO 63017

(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. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	11/25/2008		J ⁽¹⁾	V	6,996	D	<u>1</u> 0
Common Stock	11/25/2008		J ⁽¹⁾	V	6,996	A	<u>1</u> 6,996

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

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(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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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