

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>LAY JACK B</u> (Last) (First) (Middle) <u>16600 SWINGLEY RIDGE ROAD</u> (Street) <u>CHESTERFIELD MO 63017</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>REINSURANCE GROUP OF AMERICA INC [RGA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>SEVP</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/09/2016</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/09/2016		M		13,743	A	\$47.1	54,863	D	
Common Stock	08/09/2016		M		12,489	A	\$59.74	67,352	D	
Common Stock	08/09/2016		S		23,743 ⁽¹⁾	D	\$100.8	43,609	D	
Common Stock	08/09/2016		D		9,633 ⁽²⁾	D	\$101.86	33,976	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (right to purchase) 2010	\$47.1	08/09/2016		M		13,743		02/19/2011	02/19/2020	Common Stock 13,743	\$0	0	D	
Stock Appreciation Right (right to purchase) 2011	\$59.74	08/09/2016		M		12,489		02/22/2015	02/22/2021	Common Stock 12,489	\$0	0	D	

Explanation of Responses:

- Price represents the average sale price for multiple transactions on this line. The prices of the transactions reported on this line ranged from \$100.48 to \$101.03. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.
- Represents (i) 7,325 shares sold to pay the exercise price the purchase of common stock, and (ii) 2,308 shares withheld to satisfy Company tax withholding obligations. The difference between the number of SARs exercised (12,489) and the number of shares withheld to pay exercise price and taxes (9,633) results in a net settlement of 2856 shares.

William Hutton, by power of attorney 08/11/2016

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.