

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K/A
AMENDMENT NO. 1

X Annual report pursuant to Section 13 or 15(d) of the Securities Exchange
- Act of 1934 for the fiscal year ended December 31, 1997

Transition report pursuant to Section 13 or 15(d) of the Securities
- Exchange Act of 1934
Commission file number 1-11848

REINSURANCE GROUP OF AMERICA, INCORPORATED
(Exact name of registrant as specified in its charter)

MISSOURI 43-1627032
(State or other jurisdiction (I.R.S. Employer
of incorporation or organization) Identification No.)

660 MASON RIDGE CENTER DRIVE, ST. LOUIS, MISSOURI 63141
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (314) 453-7300

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of each class -----	Name of each exchange on which registered -----
Common Stock, par value \$0.01	New York Stock Exchange
Preferred Stock Purchase Rights	New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No
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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

The aggregate market value of the voting stock held by non-affiliates of the registrant, based upon the closing sale price of the Common Stock on March 1, 1998, as reported on the New York Stock Exchange was approximately \$460,325,743.

As of March 1, 1998, Registrant had outstanding 25,225,480 shares of Common Stock.

DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the Annual Report to Shareholders for the year ended December 31, 1997 ("the Annual Report") are incorporated by reference in Part I of this Form 10-K. Certain portions of the Definitive Proxy Statement in connection with the 1998 Annual Meeting of Shareholders ("the Proxy Statement") which will be filed with the Securities and Exchange Commission not later than 120 days after the Registrant's fiscal year ended December 31, 1997, are incorporated by reference in Part III of this Form 10-K.

PART IV

Item 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES,
AND REPORTS ON FORM 8-K

3. Exhibits

See the Index to Exhibits on page 3.

INDEX TO EXHIBITS

Exhibit Number -----	Description -----	Source (See footnotes that follow) -----
2.1	Reinsurance Agreement dated as of December 31, 1992 between General American Life Insurance Company ("General American") and General American Life Reinsurance Company of Canada ("RGA Canada")	
2.2	Retrocession Agreement dated as of July 1, 1990 between General American and The National Reinsurance Company of Canada, as amended between RGA Canada and General American on December 31, 1992	
2.3	Reinsurance Agreement dated as of January 1, 1993 between RGA Reinsurance Company ("RGA Reinsurance", formerly "Saint Louis Reinsurance Company") and General American	
3.1	Restated Articles of Incorporation of Reinsurance Group of America, Incorporated ("RGA")	
3.2	Bylaws of RGA	
3.3	Certificate of Designations for Series A Junior Participating Preferred Stock (included as Exhibit A to Exhibit 4.2)	
4.1	Form of Specimen Certificate for Common Stock of RGA	
4.2	Rights Agreement dated as of May 4, 1993, between RGA and Chase Mellon Shareholder Services, L.L.C., as Rights Agent	
10.1	Marketing Agreement dated as of January 1, 1993 between RGA Reinsurance and General American	
10.2	Tax Allocation Agreement dated October 30, 1992 between RGA Reinsurance and General American	
10.3	Tax Allocation Agreement dated as of January 15, 1993 among RGA, RGA Reinsurance, and General American	
10.4	Tax Sharing Agreement dated as of January 15, 1993 among RGA, RGA Reinsurance, and General American	
10.5	Administrative Services Agreement dated as of January 1, 1993 between RGA and General American	
10.6	Administrative Services Agreement dated as of January 1, 1993 between RGA Reinsurance and General American	

Exhibit Number -----	Description -----	Source (See footnotes that follow) -----
10.7	Management Agreement dated as of January 1, 1993 between RGA Canada and General American	
10.8	Investment Advisory Agreement dated as of January 1, 1993 between RGA and Conning Asset Management Company, formerly General American Investment Management Company ("CAM")	
10.9	Investment Advisory Agreement dated as of January 1, 1993 between RGA Reinsurance and CAM	
10.10	Lease Agreement dated as of May 17, 1993 between RGA and General American and Assignment to RGA Reinsurance	
10.11	Standard Form of General American Automatic Agreement	
10.12	Standard Form of General American Facultative Agreement	
10.13	Standard Form of General American Automatic and Facultative YRT Agreement	
10.14	Shareholders' Agreement dated as of November 24, 1992 among General American, Fairfield Holding, Adrian N. Baker II, Richard H. Chomeau, and Anthony J. Sutcliffe, as amended with RGA and RGA Reinsurance	
10.15	Shareholders' Agreement dated as of March 20, 1992 among General American, RGA International, Ltd., formerly G.A. Canadian Holdings, Ltd., Penta-Life Group Inc., Claude M. Genest, Brendan Galligan, Graham Watson, Societe FSA 50 Inc., Aenigma Holdings Limited, Andre St-Amour, and Andre Primeau, as amended with RGA	
10.16	Registration Rights Agreement dated as of April 15, 1993 between RGA and General American	
10.17	RGA Reinsurance Management Incentive Plan as amended and restated effective November 1, 1996	
10.18	RGA Reinsurance Management Deferred Compensation Plan (ended January 1, 1995)	
10.19	RGA Reinsurance Executive Deferred Compensation Plan (ended January 1, 1995)	

Exhibit Number -----	Description -----	Source (See footnotes that follow) -----
10.20	RGA Reinsurance Executive Supplemental Retirement Plan (ended January 1, 1995)	
10.21	RGA Reinsurance Augmented Benefit Plan (ended January 1, 1995)	
10.22	RGA Flexible Stock Plan as amended and restated effective November 1, 1996	
10.23	Form of Directors' Indemnification Agreement	
10.24	RGA Executive Performance Share Plan as amended and restated effective November 1, 1996	
10.25	RGA Flexible Stock Plan for Directors	
10.26	Employment Agreement dated April 6, 1992 between RGA Canada and Andre St-Amour	
13.1	Portions of Annual Report to Shareholders for 1997 Incorporated by Reference in the Form 10-K	
21.1	Subsidiaries of RGA	
23.1	Consent of KPMG Peat Marwick LLP	
24.1	Powers of Attorney for Messrs. Eason, Edison, Peck Greenbaum, Rubenstein, Stiritz, and Trusheim	
27.1	Restated Financial Data Schedule for the year ending December 31, 1997	--
27.2	Restated Financial Data Schedule for the year ending December 31, 1996	--
27.3	Restated Financial Data Schedule for the year ending December 31, 1995	--
27.4	Restated Financial Data Schedule for the nine months ending September 30, 1997	--
27.5	Restated Financial Data Schedule for the six months ending June 30, 1997	--
27.6	Restated Financial Data Schedule for the three months ending March 31, 1997	--
27.7	Restated Financial Data Schedule for the nine months ending September 30, 1996	--
27.8	Restated Financial Data Schedule for the six months ending June 30, 1996	--

27.9 Restated Financial Data Schedule for the three months ending
March 31, 1996

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Documents incorporated by reference to Registration Statement on Form S-1
(No. 33-58960) filed on 2 March 1993 at the corresponding exhibit.

Documents incorporated by reference to Amendment No. 1 to Registration
Statement on Form S-1 (No. 33-58960), filed on 14 April 1993 at the corresponding
exhibit.

Documents incorporated by reference to Amendment No. 2 to Registration
Statement on Form S-1 (No. 33-58960), filed on 29 April 1993 at the corresponding
exhibit.

Documents incorporated by reference to Form 10-K for fiscal year ended
December 31, 1993 filed 29 March 1994 at the corresponding exhibit.

Documents incorporated by reference to Amendment No. 1 to Form 10-Q for the
quarter ended March 31, 1997 (No. 1-11848) filed on 21 May 1997 at the
corresponding exhibit.

Documents incorporated by reference to Form 10-K for the year ended December 31,
1996 (No. 1-11848) filed on 24 March 1997 at the corresponding exhibit.

Documents incorporated by reference to Registration Statement on Form S-8 (No.
333-27167) filed on 15 May 1997 at the corresponding exhibit.

Represents a management contract or compensatory plan or arrangement
required to be filed as an exhibit to this form pursuant to Item 14c of
this Part IV.

Previously filed.

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED FINANCIAL STATEMENTS OF THE REGISTRANT AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS

1,000
U.S. DOLLAR

	12-MOS	
	DEC-31-1997	
	JAN-01-1997	
	DEC-31-1997	
		1
2,528,290		
0		
0		
		11,757
		165,452
		0
3,634,001		
		37,395
316,156		
289,842		
4,673,550		
3,213,811		
0		
344,848		
0		
106,830		
0		
		0
		261
4,673,550		499,060
		835,460
188,333		
334		
47,388		
658,062		
76,989		
99,493		
84,071		
28,750		
55,321		
		0
		0
		0
		54,619
		2.15
		2.13
		0
0		
0		
0		
0		
0		
0		
0		

Item consists of basic earnings per share
Item adjusted for three-for-two stock split on August 29, 1997

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1,000
U.S. DOLLAR

12-MOS	
	DEC-31-1996
	JAN-01-1996
	DEC-31-1996
	1
1,517,264	
0	
0	
	5,997
	98,262
	0
2,272,048	
	13,145
59,618	
233,565	
2,893,654	
1,862,284	
0	
206,284	
0	
106,493	
0	
	0
	174
2,893,654	425,384
	674,885
136,828	
930	
	17,386
	560,445
51,987	
84,522	
	87,061
	31,687
55,374	
	0
	0
	0
	55,072
	2.18
	2.17
	0
0	
0	
0	
	0
	0
0	

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1,000
U.S. DOLLAR

12-MOS	
	DEC-31-1995
	JAN-01-1995
	DEC-31-1995
	1
872,804	
0	
0	
	3,112
	14,653
	0
1,405,513	
	18,258
64,076	
186,813	
1,989,934	
1,200,609	
0	
207,673	
0	
0	
	0
	174
1,989,934	376,755
	569,990
90,117	
31	
7,994	
463,867	
41,333	
56,739	
74,619	
27,148	
47,471	
	0
	0
	0
	47,291
	1.87
	1.87
	0
0	
0	
0	
0	
0	
0	
0	

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Item adjusted for three-for-two stock split on August 29, 1997

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1,000
U.S. DOLLAR

9-MOS	DEC-31-1997	JAN-01-1997	SEP-30-1997
			1
2,166,331	0	0	11,757
			151,501
			0
	2,991,829	18,429	
	52,292		
275,412	3,756,412		
	2,530,824		
	0		
	252,014		
	0		
	107,715		
	0		
		0	
		261	
		470,973	
3,756,412		604,850	
	134,376		
	566		
	13,929		
	528,403		
45,808	88,900		
	49,231		
	16,553		
	32,678		
		0	
		0	
			0
		32,295	
		1.27	
		1.26	
		0	
	0		
	0		
	0		
		0	
		0	
	0		

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1,000
U.S. DOLLAR

6-MOS	DEC-31-1997	JAN-01-1997	JUN-30-1997
			1
1,815,933	0		
	0		
		6,992	
		112,994	
		0	
	2,586,619		11,891
	82,221		
259,719			
	3,361,082		
	2,195,537		
	0		
	253,308		
	0		
	106,145		
	0		
		0	
		261	
		439,934	
3,361,082			
		406,940	
	87,844		
	919		
		8,991	
		362,865	
29,597			
	58,671		
	26,928		
		8,756	
	18,172		
		0	
		0	
			0
		17,923	
		0.70	
		0.70	
		0	
	0		
	0		
	0		
		0	
		0	
	0		

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1,000
U.S. DOLLAR

3-MOS
 DEC-31-1997
 JAN-01-1997
 MAR-31-1997

			1
1,708,304			
0			
0			
		6,992	
		99,359	
		0	
2,471,165			
			11,666
71,798			
245,438			
3,148,016			
2,064,324			
0			
249,841			
0			
106,377			
0			
		0	
			174
3,148,016		407,538	
		205,372	
41,849			
387			
		4,155	
		195,882	
14,370			
26,097			
		2,947	
			(1)
2,948			
		0	
		0	
			0
		2,828	
		0.11	
		0.11	
		0	
0			
0			
0			
0			
0			
0			
0			

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1,000
U.S. DOLLAR

9-MOS	
DEC-31-1996	JAN-01-1996
SEP-30-1996	1
1,491,176	0
0	0
0	41,655
2,080,209	0
58,033	14,436
516,899	0
2,714,756	0
1,726,543	0
0	212,078
0	106,442
0	0
0	174
2,714,756	386,477
0	482,599
96,798	0
1,922	0
0	12,632
0	407,594
36,334	0
57,345	0
59,315	0
21,840	0
37,475	0
0	0
0	0
0	0
0	36,613
0	1.45
0	1.44
0	0
0	0
0	0
0	0
0	0
0	0
0	0
0	0

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1,000
U.S. DOLLAR

6-MOS		
	DEC-31-1996	JAN-01-1996
	JUN-30-1996	
	1	
1,361,925	0	
	0	
		0
		0
		0
1,617,644		14,692
69,522		
203,335		
2,498,485		
1,571,687		
208,749		
0		
104,496		
0		
		0
		174
2,498,485		372,388
		331,315
	60,925	
	1,795	
		7,878
		281,252
23,409		
	37,637	
	38,636	
		14,247
24,389		
		0
		0
		0
		23,996
		0.95
		0.94
		0
	0	
	0	
	0	
	0	
	0	
0		

Item consists of basic earnings per share

Item adjusted for three-for-two stock split on August 29, 1997

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1,000
 U.S. DOLLAR

3-MOS		
	DEC-31-1996	JAN-01-1996
	MAR-31-1996	
	1	
	1,162,269	
	0	
	0	
		0
		0
		0
	1,796,748	
		14,927
	74,211	
	193,734	
	2,352,176	
	1,429,908	
	0	
	222,507	
	0	
	104,349	
	0	
		0
		174
		366,832
2,352,176		
		167,892
	27,875	
	562	
	4,093	
		143,685
11,416		
	19,009	
	17,028	
		6,249
	10,779	
	0	
	0	
		0
		10,536
		0.42
		0.42
		0
	0	
	0	
	0	
	0	
	0	
	0	
	0	
	0	

Item consists of basic earnings per share
 Item adjusted for three-for-two stock split on August 29, 1997