SEC Form 4

Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person* **REINSURANCE GROUP OF AMERICA** (Check all applicable) **BARBI LESLIE** Director 10% Owner INC [RGA] Officer (give title Other (specify X below) below) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) EVP, Chief Investment Officer 03/06/2020 16600 SWINGLEY RIDGE ROAD 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) CHESTERFIELD MO 63017 Form filed by One Reporting Person Х 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 2A. Deemed 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5. Amount of 6. Ownership 7. Nature of S. Transaction Date Execution Date Securities Form: Direct Indirect Beneficially Owned Following Beneficial (Month/Day/Year) if any Code (Instr. 5) (D) or Indirect Ownership (Instr. 4) (Month/Day/Year) 8) (I) (Instr. 4) Reported (A) or (D) Transaction(s) v Price Code Amount (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3A. Deemed Execution Date, if any 6. Date Exercisable and Expiration Date (Month/Day/Year) 1. Title of Derivative 3. Transaction 7. Title and Amount of Securities 8. Price of Derivative 9. Number of 11. Nature of Indirect 5. Numbe 10. Conversion Ownership Date Transaction derivative (Month/Day/Year) Derivative Underlying Security or Exercise Price of Code (Instr. 8) Security (Instr. 5) Securities Form: Beneficial (Month/Dav/Year) (Instr. 3) Securities Derivative Security Beneficially Direct (D) Ownership Beneficially Owned Following Reported Transaction(s) or Indirect (I) (Instr. 4) Derivative Acquired (Instr. 3 and 4) (Instr. 4) Security (A) or Disposed of (D) (Instr 3, 4 and 5) (Instr. 4) Amount Number Date Expiration of Shares Code v (A) (D) Exercisable Date Title Stock Appreciation (1) 13,354 \$117.85 03/06/2020 03/06/2030 \$117.85 13.354 Α 13.354 D Right (right Stock to purchase) 2020

Explanation of Responses:

1. SARs grants on March 6, 2020 vest in 25% increments on each of December 31, 2020, 2021, 2022 and 2023.

William L. Hutton

03/10/2020

Date

** Signature of Reporting Person 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.