

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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).

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

<p>1. Name and Address of Reporting Person*</p> <p><u>EASON J CLIFF</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>1370 TIMBERLAKE MANOR PARKWAY</u></p> <hr/> <p>(Street)</p> <p><u>CHESTERFIELD MO 63017</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>REINSURANCE GROUP OF AMERICA</u> <u>INC [ RGA ]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>11/25/2008</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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**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			
Class A Common Stock	11/25/2008		J <sup>(1)</sup>	V	10,500	D	(1)	0	D	
Common Stock	11/25/2008		J <sup>(1)</sup>	V	10,500	A	(1)	10,500	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	Title	Amount or Number of Shares				
Stock Option (right to purchase)	\$31.06	11/25/2008		J <sup>(1)</sup>	V		2,250	(2)	05/24/2010	Class A Common Stock	2,250	(1)	0	D	
Stock Option (right to purchase)	\$31.06	11/25/2008		J <sup>(1)</sup>	V	2,250		(2)	05/24/2010	Common Stock	2,250	(1)	2,250	D	
Stock Option (right to purchase)	\$35.92	11/25/2008		J <sup>(1)</sup>	V		3,000	(3)	05/23/2011	Class A Common Stock	3,000	(1)	0	D	
Stock Option (right to purchase)	\$35.92	11/25/2008		J <sup>(1)</sup>	V	3,000		(3)	05/23/2011	Common Stock	3,000	(1)	3,000	D	
Stock Option (right to purchase)	\$31.25	11/25/2008		J <sup>(1)</sup>	V		3,000	(4)	05/22/2012	Class A Common Stock	3,000	(1)	0	D	
Stock Option (right to purchase)	\$31.25	11/25/2008		J <sup>(1)</sup>	V	3,000		(4)	05/22/2012	Common Stock	3,000	(1)	3,000	D	
Phantom Stock	(5)	11/25/2008		J <sup>(1)</sup>	V		11,340 <sup>(6)</sup>	(7)	12/31/2012	Class A Common Stock	11,340	(1)	0	D	
Phantom Stock	(5)	11/25/2008		J <sup>(1)</sup>	V	11,340 <sup>(6)</sup>		(7)	12/31/2012	Common Stock	11,340	(1)	11,340 <sup>(8)</sup>	D	
Phantom Stock	(5)	11/25/2008		J <sup>(1)</sup>	V		879 <sup>(6)</sup>	(7)	01/29/2013	Class A Common Stock	879	(1)	0	D	
Phantom Stock	(5)	11/25/2008		J <sup>(1)</sup>	V	879 <sup>(6)</sup>		(7)	01/29/2013	Common Stock	879	(1)	879 <sup>(8)</sup>	D	
Phantom Stock	(5)	11/25/2008		J <sup>(1)</sup>	V		1,066 <sup>(6)</sup>	(7)	01/28/2014	Class A Common Stock	1,066	(1)	0	D	
Phantom Stock	(5)	11/25/2008		J <sup>(1)</sup>	V	1,066 <sup>(6)</sup>		(7)	01/28/2014	Common Stock	1,066	(1)	1,066 <sup>(8)</sup>	D	
Phantom Stock	(5)	11/25/2008		J <sup>(1)</sup>	V		954 <sup>(6)</sup>	(7)	01/27/2015	Class A Common Stock	954	(1)	0	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	Title	Amount or Number of Shares				
Phantom Stock	(5)	11/25/2008		J <sup>(1)</sup>	V	954 <sup>(6)</sup>		(7)	01/27/2015	Common Stock	954	(1)	954 <sup>(8)</sup>	D	
Phantom Stock	(5)	11/25/2008		J <sup>(1)</sup>	V		644 <sup>(6)</sup>	(7)	04/22/2015	Class A Common Stock	644	(1)	0	D	
Phantom Stock	(5)	11/25/2008		J <sup>(1)</sup>	V	644 <sup>(6)</sup>		(7)	04/22/2015	Common Stock	644	(1)	644 <sup>(8)</sup>	D	
Phantom Stock	(5)	11/25/2008		J <sup>(1)</sup>	V		1,500 <sup>(6)</sup>	(7)	01/26/2016	Class A Common Stock	1,500	(1)	0	D	
Phantom Stock	(5)	11/25/2008		J <sup>(1)</sup>	V	1,500 <sup>(6)</sup>		(7)	01/26/2016	Common Stock	1,500	(1)	1,500 <sup>(8)</sup>	D	

**Explanation of Responses:**

- 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.
- The options were granted on May 24, 2000 and vest in 20% increments on May 24, 2001, 2002, 2003, 2004 and 2005.
- The options were granted on May 23, 2001 and vest in 20% increments on May 23, 2002, 2003, 2004, 2005 and 2006.
- The options were granted on May 22, 2002 and vest in 20% increments on May 22, 2003, 2004, 2005, 2006 and 2007.
- 1 for 1 based upon fair market value for Common Stock.
- Acquired in lieu of cash payment and stock grant for director's annual retainer and meeting fees.
- 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.
- Mr. Eason beneficially owns a total of 16,383 phantom shares of various classes.

/s/ William Hutton as power of attorney      11/26/2008

\*\* 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.

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