FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

washington, D.C. 20349

OM	IB 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 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) **SCHUSTER PAUL A** Director 10% Owner **INC** [ RGA ] Officer (give title Other (specify X below) below) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Senior Exec. VP 1370 TIMBERLAKE MANOR PARKWAY 09/12/2008 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 Form filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature of Execution Date Transaction Form: Direct Indirect Securities Beneficially (Month/Day/Year) if any (Month/Day/Year) Beneficial Code (Instr. (D) or Indirect Owned Following Reported (I) (Instr. 4) Ownership (Instr. 4) 8) (A) or (D) Transaction(s) Code Amount Price (Instr. 3 and 4) **J**(1) Common Stock 09/12/2008 v 28,049 D (1) 0 D **J**(1) (1) D 28,049 28,049 Class A Common Stock 09/12/2008 Α

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(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.		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)	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		(Instr. 4)		
Stock Option (right to purchase)	\$31.91	09/12/2008		J <sup>(1)</sup>	V		20,762	(2)	01/01/2012	Common Stock	20,762	(1)	0	D	
Stock Option (right to purchase)	\$31.91	09/12/2008		J <sup>(1)</sup>	V	20,762		(2)	01/01/2012	Class A Common Stock	20,762	(1)	20,762	D	
Stock Option (right to purchase)	\$27.29	09/12/2008		J <sup>(1)</sup>	V		25,192	(3)	01/29/2013	Common Stock	25,192	(1)	0	D	
Stock Option (right to purchase)	\$27.29	09/12/2008		J <sup>(1)</sup>	v	25,192		(3)	01/29/2013	Class A Common Stock	25,192	(1)	25,192	D	
Stock Option (right to purchase)	\$39.61	09/12/2008		J <sup>(1)</sup>	v		12,150	(4)	01/28/2014	Common Stock	12,150	(1)	0	D	
Stock Option (right to purchase)	\$39.61	09/12/2008		J <sup>(1)</sup>	v	12,150		(4)	01/28/2014	Class A Common Stock	12,150	(1)	12,150	D	
Stock Option (right to purchase)	\$47.47	09/12/2008		J <sup>(1)</sup>	v		10,533	(5)	01/27/2015	Common Stock	10,533	(1)	0	D	
Stock Option (right to purchase)	\$47.47	09/12/2008		J <sup>(1)</sup>	v	10,533		(5)	01/27/2015	Class A Common Stock	10,533	(1)	10,533	D	
Stock Option (right to purchase)	\$47.48	09/12/2008		J <sup>(1)</sup>	v		11,321	(6)	02/21/2016	Common Stock	11,321	(1)	0	D	
Stock Option (right to purchase)	\$47.48	09/12/2008		J <sup>(1)</sup>	V	11,321		(6)	02/21/2016	Class A Common Stock	11,321	(1)	11,321	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	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		Transaction(s) (Instr. 4)		
Stock Option (right to purchase)	\$59.63	09/12/2008		J <sup>(1)</sup>	v		11,119	(7)	02/20/2017	Common Stock	11,119	(1)	0	D	
Stock Option (right to purchase)	\$59.63	09/12/2008		J <sup>(1)</sup>	v	11,119		(7)	02/20/2017	Class A Common Stock	11,119	(1)	11,119	D	
Stock Option (right to purchase)	\$56.03	09/12/2008		J <sup>(1)</sup>	v		15,022	(8)	02/20/2018	Common Stock	15,022	(1)	0	D	
Stock Option (right to purchase)	\$56.03	09/12/2008		J <sup>(1)</sup>	v	15,022		(8)	02/20/2018	Class A Common Stock	15,022	(1)	15,022	D	

### **Explanation of Responses:**

- 1. Pursuant to a reclassification exempt under Rule 16b-7 (also under Rule 16b-3(d) and (e)), each share of Common Stock was reclassified into one share of Class A Common Stock.
- $2. \ The options were granted on January 1, 2002 \ and vest in 20\% \ increments on each of January 1, 2003, 2004, 2005, 2006 \ and 2007.$
- 3. The options were granted on January 29, 2003 and vest in 20% increments on each of January 1, 2004, 2005, 2006, 2007 and 2008.
- 4. The options were granted on January 28, 2004 and vest in 25% increments on each of December 31, 2005, 2006, 2007 and 2008.
- 5. The options were granted on January 27, 2005 and vest in 25% increments on each of December 31, 2006, 2007, 2008 and 2009.
- $6. \ The options were granted on February 21, 2006 and vest in 25\% increments on each of December 31, 2007, 2008, 2009 and 2010.$
- 7. The options were granted on February 20, 2007 and vest in 25% increments on each of December 31, 2008, 2009, 2010 and 2011.
- 8. The options were granted on February 20, 2008 and vest in 25% increments on each of December 31, 2009, 2010, 2011 and 2012.

/s/ William Hutton by power of 09/30/2008 <u>attorney</u>

\*\* 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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