

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person * <u>Hayden John W.</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Controller</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/22/2017</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	05/22/2017		M		2,838	A	\$59.74	9,797	D	
Common Stock	05/22/2017		M		4,155	A	\$56.65	13,952	D	
Common Stock	05/22/2017		D		1,850 ⁽¹⁾	D	\$125.2	12,102	D	
Common Stock	05/22/2017		D		2,639 ⁽²⁾	D	\$125.2	9,463	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
Stock Appreciation Right (right to purchase) 2011	\$59.74	05/22/2017		M			2,838	02/22/2011	02/22/2021	Common Stock	2,838	\$0	0	D	
Stock Appreciation Right (right to purchase) 2012	\$56.65	05/22/2017		M			4,155	12/31/2012	02/28/2022	Common Stock	4,155	\$0	0	D	

Explanation of Responses:

- Represents (i) 1355 shares sold to pay the exercise price the purchase of common stock, and (ii) 495 shares withheld to satisfy Company tax withholding obligations. The difference between the number of SARs exercised (2838) and the number of shares withheld to pay exercise price and taxes (1850) results in a net settlement of 988 shares.
- Represents (i) 1880 shares sold to pay the exercise price the purchase of common stock, and (ii) 759 shares withheld to satisfy Company tax withholding obligations. The difference between the number of SARs exercised (4155) and the number of shares withheld to pay exercise price and taxes (2639) results in a net settlement of 1516 shares.

William L. Hutton 05/24/2017

** 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.