

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 | |
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| 1. Name and Address of Reporting Person* <u>HUTTON WILLIAM L</u> (Last) (First) (Middle) 16600 SWINGLEY RIDGE ROAD (Street) CHESTERFIELD MO 63017 (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 Officer (give title below) Other (specify below) <u>EVP, General Counsel & Secy.</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 08/01/2017 | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | 08/01/2017 | | M | | 5,753 | A | \$59.74 | 18,624 | D | |
| Common Stock | 08/01/2017 | | M | | 7,457 | A | \$56.65 | 26,081 | D | |
| Common Stock | 08/01/2017 | | S | | 4,000 | D | \$140.33 | 22,081 | D | |
| Common Stock | 08/01/2017 | | D | | 3,734 ⁽¹⁾ | D | \$140.9 | 18,347 | D | |
| Common Stock | 08/01/2017 | | D | | 5,137 ⁽²⁾ | D | \$140.9 | 13,210 | D | |
| Common Stock | 08/03/2017 | | S | | 339 | D | \$141.5249 | 12,871 | 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 | 08/01/2017 | | M | | | 5,753 | 12/31/2011 | 02/22/2021 | Common Stock | 5,753 | \$0 | 0 | D | |
| Stock Appreciation Right (right to purchase) 2012 | \$56.65 | 08/01/2017 | | M | | | 7,457 | 12/31/2012 | 02/28/2022 | Common Stock | 7,457 | \$0 | 0 | D | |

Explanation of Responses:

- Represents (i) 2439 shares withheld to cover the exercise price for the purchase of common stock, and (ii) 1295 shares withheld to satisfy Company tax withholding obligations. The difference between the number of SARs exercised (5753) and the number of shares withheld to pay exercise price and taxes (3734) results in a net settlement of 2019 shares.
- Represents (i) 2998 shares withheld to cover the exercise price for the purchase of common stock, and (ii) 2139 shares withheld to satisfy Company tax withholding obligations. The difference between the number of SARs exercised (7457) and the number of shares withheld to pay exercise price and taxes (5137) results in a net settlement of 2320 shares.

William L. Hutton

08/03/2017

** 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.

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