SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL											
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person [*] Ozeki Arthur		2. Issuer Name and Ticker or Trading Symbol <u>REINSURANCE GROUP OF AMERICA</u> <u>INC</u> [RGA]	(Check al	nship of Reporting Per Il applicable) Director Officer (give title	rson(s) to Issuer 10% Owner Other (specify			
(Last) (First) (Mid 16600 SWINGLEY RIDGE ROAD	dle)	3. Date of Earliest Transaction (Month/Day/Year) 01/18/2024		below) EVP, Head of Asia	below) ia Pacific			
		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) CHESTERFIELD MO 63017			X	Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)		Rule 10b5-1(c) Transaction Indication						
		Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.						

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. Transa Code (8)		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	01/18/2024		М		459(1)	A	(1)	3,930	D	
Common Stock	01/18/2024		A		892 ⁽²⁾	A	\$168.31	4,822	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. Transa Code (8)		of Deriv Secu Acqu (A) o Dispe of (D	r osed) r. 3, 4	Expiration Date (Month/Day/Year) ed ed		Amount of		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				
Restricted Share Unit - March 2021	\$129.01 ⁽³⁾	01/18/2024		М			459	12/31/2023	(1)	Common Stock	459	(1)	0	D	

Explanation of Responses:

1. Restricted share units granted on March 11, 2021, fully vested on December 31, 2023.

2. Acquired pursuant to award of performance contingent stock granted in March 2021.

3. Each RSU represents a contingent right to receive one (1) share of the Issuer's Common Stock upon settlement.

Remarks:

/s/ William L. Hutton, by

Power of Attorney Date

01/22/2024

** 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.