

SHERMAN JAMES E
Form 4
November 26, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHERMAN JAMES E

2. Issuer Name and Ticker or Trading Symbol
REINSURANCE GROUP OF AMERICA INC [RGA]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1370 TIMBERLAKE MANOR PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/25/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & General Counsel

CHESTERFIELD, MO 63017

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock	11/25/2008		J ⁽¹⁾	V 9,349 D <u>1</u> 0		D	
Common Stock	11/25/2008		J ⁽¹⁾	V 9,349 A <u>1</u> 9,349		D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to purchase)	\$ 31.91	11/25/2008		J ⁽¹⁾	V		1,660	<u>(2)</u>	01/01/2012	Class A Common Stock	1,660
Stock Option (right to purchase)	\$ 31.91	11/25/2008		J ⁽¹⁾	V	1,660		<u>(2)</u>	01/01/2012	Common Stock	1,660
Stock Option (right to purchase)	\$ 27.29	11/25/2008		J ⁽¹⁾	V		4,075	<u>(3)</u>	01/29/2013	Class A Common Stock	4,075
Stock Option (right to purchase)	\$ 27.29	11/25/2008		J ⁽¹⁾	V	4,075		<u>(3)</u>	01/29/2013	Common Stock	4,075
Stock Option (right to purchase)	\$ 39.61	11/25/2008		J ⁽¹⁾	V		5,475	<u>(4)</u>	01/28/2014	Class A Common Stock	5,475
Stock Option (right to purchase)	\$ 39.61	11/25/2008		J ⁽¹⁾	V	5,475		<u>(4)</u>	01/28/2014	Common Stock	5,475
Stock Option (right to purchase)	\$ 47.47	11/25/2008		J ⁽¹⁾	V		4,582	<u>(5)</u>	01/27/2015	Class A Common Stock	4,582
Stock Option (right to purchase)	\$ 47.47	11/25/2008		J ⁽¹⁾	V	4,582		<u>(5)</u>	01/27/2015	Common Stock	4,582
	\$ 47.48	11/25/2008		J ⁽¹⁾	V		4,739	<u>(6)</u>	02/21/2016		4,739

Stock Option (right to purchase)	Price	Grant Date	Code	Quantity	Code	Expiration Date	Class	Quantity	
Stock Option (right to purchase)	\$ 47.48	11/25/2008	J ⁽¹⁾	V	4,739	(6)	02/21/2016	Common Stock	4,739
Stock Option (right to purchase)	\$ 59.63	11/25/2008	J ⁽¹⁾	V	3,886	(7)	02/20/2017	Class A Common Stock	3,886
Stock Option (right to purchase)	\$ 59.63	11/25/2008	J ⁽¹⁾	V	3,886	(7)	02/20/2017	Common Stock	3,886
Stock Option (right to purchase)	\$ 56.03	11/25/2008	J ⁽¹⁾	V	6,941	(8)	02/20/2018	Class A Common Stock	6,941
Stock Option (right to purchase)	\$ 56.03	11/25/2008	J ⁽¹⁾	V	6,941	(8)	02/20/2018	Common Stock	6,941

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHERMAN JAMES E 1370 TIMBERLAKE MANOR PARKWAY CHESTERFIELD, MO 63017			EVP & General Counsel	

Signatures

/s/ William Hutton by power of attorney
 11/26/2008
 **Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) 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.
- (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.

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- (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.

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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