

LARSON TODD C
Form 4
November 26, 2008

FORM 4

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

OMB APPROVAL

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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 *
LARSON TODD C

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)
SVP, Controller & Treasurer

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)	Price			
				Code	V	Amount		
Class A Common Stock	11/25/2008		J ⁽¹⁾	V	9,519	D	0	D
Common Stock	11/25/2008		J ⁽¹⁾	V	9,519	A	9,519	D

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

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SEC 1474 (9-02)

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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)	\$ 23.19	11/25/2008		J ⁽¹⁾	V		6,469	<u>(2)</u>	01/01/2010	Class A Common Stock	6,469
Stock Option (right to purchase)	\$ 23.19	11/25/2008		J ⁽¹⁾	V	6,469		<u>(2)</u>	01/01/2010	Common Stock	6,469
Stock Option (right to purchase)	\$ 29.81	11/25/2008		J ⁽¹⁾	V		8,302	<u>(3)</u>	01/01/2011	Class A Common Stock	8,302
Stock Option (right to purchase)	\$ 29.81	11/25/2008		J ⁽¹⁾	V	8,302		<u>(3)</u>	01/01/2011	Common Stock	8,302
Stock Option (right to purchase)	\$ 31.91	11/25/2008		J ⁽¹⁾	V		8,081	<u>(4)</u>	01/01/2012	Class A Common Stock	8,081
Stock Option (right to purchase)	\$ 31.91	11/25/2008		J ⁽¹⁾	V	8,081		<u>(4)</u>	01/01/2012	Common Stock	8,081
Stock Option (right to purchase)	\$ 27.29	11/25/2008		J ⁽¹⁾	V		9,968	<u>(5)</u>	01/29/2013	Class A Common Stock	9,968
Stock Option (right to purchase)	\$ 27.29	11/25/2008		J ⁽¹⁾	V	9,968		<u>(5)</u>	01/29/2013	Common Stock	9,968
	\$ 39.61	11/25/2008		J ⁽¹⁾	V		4,070	<u>(6)</u>	01/28/2014		4,070

Stock Option (right to purchase)								Class A Common Stock	
Stock Option (right to purchase)	\$ 39.61	11/25/2008	<u>J(1)</u>	V	4,070	<u>(6)</u>	01/28/2014	Common Stock	4,070
Stock Option (right to purchase)	\$ 47.47	11/25/2008	<u>J(1)</u>	V	3,476	<u>(7)</u>	01/27/2015	Class A Common Stock	3,476
Stock Option (right to purchase)	\$ 47.47	11/25/2008	<u>J(1)</u>	V	3,476	<u>(7)</u>	01/27/2015	Common Stock	3,476
Stock Option (right to purchase)	\$ 47.48	11/25/2008	<u>J(1)</u>	V	3,949	<u>(8)</u>	02/21/2016	Class A Common Stock	3,949
Stock Option (right to purchase)	\$ 47.48	11/25/2008	<u>J(1)</u>	V	3,949	<u>(8)</u>	02/21/2016	Common Stock	3,949
Stock Option (right to purchase)	\$ 59.63	11/25/2008	<u>J(1)</u>	V	3,232	<u>(9)</u>	02/20/2017	Class A Common Stock	3,232
Stock Option (right to purchase)	\$ 59.63	11/25/2008	<u>J(1)</u>	V	3,232	<u>(9)</u>	02/20/2017	Common Stock	3,232
Stock Option (right to purchase)	\$ 56.03	11/25/2008	<u>J(1)</u>	V	4,536	<u>(10)</u>	02/20/2018	Class A Common Stock	4,536
Stock Option (right to purchase)	\$ 56.03	11/25/2008	<u>J(1)</u>	V	4,536	<u>(10)</u>	02/20/2018	Common Stock	4,536

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

