

REINSURANCE GROUP OF AMERICA INC

Form 4

September 30, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bartlett William J

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/12/2008

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

CHESTERFIELD, MO 63017

(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. 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	09/12/2008		J ⁽¹⁾	V	5,500	D	11	0	D
Class A Common Stock	09/12/2008		J ⁽¹⁾	V	5,500	A	11	5,500	D

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

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information contained in this form are not
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(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
Phantom Stock	(2)	09/12/2008		J(1)	V		358(3)	(4)	05/26/2014	Common Stock	358
Phantom Stock	(2)	09/12/2008		J(1)	V	358(3)		(4)	05/26/2014	Class A Common Stock	358
Phantom Stock	(2)	09/12/2008		J(1)	V		701(3)	(4)	01/27/2015	Common Stock	701
Phantom Stock	(2)	09/12/2008		J(1)	V	701(3)		(4)	01/27/2015	Class A Common Stock	701
Phantom Stock	(2)	09/12/2008		J(1)	V		764(3)	(4)	04/22/2015	Common Stock	764
Phantom Stock	(2)	09/12/2008		J(1)	V	764(3)		(4)	04/22/2015	Class A Common Stock	764
Phantom Stock	(2)	09/12/2008		J(1)	V		2,730(3)	(4)	01/26/2016	Common Stock	2,730
Phantom Stock	(2)	09/12/2008		J(1)	V	2,730(3)		(4)	01/26/2016	Class A Common Stock	2,730
Phantom Stock	(2)	09/12/2008		J(1)	V		1,078(3)	(4)	01/26/2017	Common Stock	1,078
Phantom Stock	(2)	09/12/2008		J(1)	V	1,078(3)		(4)	01/26/2017	Class A Common Stock	1,078

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bartlett William J
1370 TIMBERLAKE MANOR PARKWAY X
CHESTERFIELD, MO 63017

Signatures

/s/ William Hutton as power of attorney 09/30/2008

__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 a reclassification exempt under Rule 16b-7 (also under Rule 16b-3(d) and (e)), each share of Common Stock was reclassified into one share of Class A Common Stock.
- (2) 1 for 1 based upon fair market value for Class A Common Stock.
- (3) Acquired in lieu of cash payment and stock grant for director's annual retainer and meeting fees.
- (4) Vests on the earlier of (i) 10 years from the last day of the plan year in which the phantom unit is granted or (ii) the holder's retirement. Payable in cash or common stock at the election of the Board.
- (5) Mr. Bartlett beneficially owns a total of 5,631 phantom shares of various classes.

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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