

GREENBAUM STUART I
Form 4
December 03, 2002

FORM 4

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

[] Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

(Print or Type Responses)

=====

1. Name and Address of Reporting Person*

Greenbaum Stuart I.

(Last) (First) (Middle)

Washington University-Simon Hall-Rm. 200

(Street)

St. Louis Missouri 63130-4899

(City) (State) (Zip)

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2. Issuer Name AND Ticker or Trading Symbol

Reinsurance Group of America, Incorporated (NYSE:RGA)
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3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

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4. Statement for Month/Day/Year

11/30/02
=====

5. If Amendment, Date of Original (Month/Day/Year)

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

[X] Director [] 10% Owner
[] Officer (give title below) [] Other (specify below)

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| Security (Instr. 3) | Secu- rity | Day/ Year) | Day/ Year) | ----- Code V | ----- (A) | (D) | Exer- cisable | tion Date | Title | of Shares |
|------------------------|---------------|---------------|---------------|-----------------|--------------|-----|------------------|--------------|-----------------|--------------|
| Phantom Stock Unit | 1-for-1 | 11/30/02 | | A | 36.5 | | (1) | (1) | Common Stock | 36.5 |
| | | | | | | | | | | |
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Explanation of Responses:

- (1) Acquired on November 30 in lieu of director's retainer fees. Subject to forfeiture unless held until the director ceases to be a director by reason of retirement, death or disability.
- (2) Represents number of units beneficially owned as of November 30, 2002.

/s/ William L. Hutton

December 3, 2002

 **Signature of Reporting Person
 Attorney-in-fact

 Date

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