HUTTON WILLIAM L

Form 4

February 08, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31, Expires:

OMB APPROVAL

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Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of HUTTON WILLIA		2. Issuer Name and Ticker or Trading Symbol REINSURANCE GROUP OF	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
		AMERICA INC [RGA]	•			
(Last) (Firs	st) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Officer (give title Other (specify			
1370 TIMBERLAKE MANOR PARKWAY		02/07/2012	below) below) EVP, General Counsel & Secy.			
(Stre	et)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CHESTERFIELD,	MO 63017	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (Stat	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned			

		1401	ore 1 from Bettyative Securities required, Bisposed of, or Beneficiary 6 wheat						ij O wiica
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	es Aco	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
				,	(A)		Reported		
					(A)		Transaction(s)		
			C = V		or	ъ.	(Instr. 3 and 4)		
			Code V	Amount ((D)	Price			
Common Stock	02/07/2012		F	992 (1) I	D	\$ 55.49	3,348	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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. orNumber of Derivative	6. Date Exerc Expiration Day/ (Month/Day/	ate	7. Titl Amou Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative			Securities			(Instr.	. 3 and 4)		Owne
	Security			Acquired (A) or						Follo Repo
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3, 4, and 5)						
								Amount		
					Date Exercisable	Expiration Date	Title	or Number of		
			Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HUTTON WILLIAM L 1370 TIMBERLAKE MANOR PARKWAY CHESTERFIELD, MO 63017			EVP, General Counsel & Secy.				

Signatures

William L.
Hutton

**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) Shares of common stock delivered to issuer as payment for taxes withheld. The reported share price is the closing price on Feb. 2, 2012, which is the price that was used for tax withholding purposes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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