

REINSURANCE GROUP OF AMERICA INC
 Form 4
 March 02, 2015

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 *
HUTTON WILLIAM L

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)
16600 SWINGLEY RIDGE ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2015

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/26/2015 | | M | | 1,315 A \$ 56.03 | 8,411 | D |
| Common Stock | 02/26/2015 | | M | | 1,287 A \$ 59.63 | 9,698 | D |
| Common Stock | 02/26/2015 | | M | | 1,328 A \$ 32.2 | 11,026 | D |
| Common Stock | 02/26/2015 | | M | | 4,647 A \$ 47.1 | 15,673 | D |
| Common Stock | 02/26/2015 | | S | | 6,625 D \$ 89.8076 | 9,048 | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|-----------|-------|---|
| Common Stock | 02/27/2015 | M | 500 | A | \$ 56.03 | 9,548 | D |
| Common Stock | 02/27/2015 | S | 500 | D | \$ 89.707 | 9,048 | D |

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

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(9-02)

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (right to purchase) 2008 | \$ 56.03 | 02/26/2015 | | M | 1,315 | 02/20/2013 02/20/2018 | Common Stock | 1,315 | |
| Stock Option (right to purchase) 2007 | \$ 59.63 | 02/26/2015 | | M | 1,287 | 02/20/2012 02/20/2017 | Common Stock | 1,287 | |
| Stock Option (right to purchase) 2009 | \$ 32.2 | 02/26/2015 | | M | 1,328 | 02/18/2014 02/18/2019 | Common Stock | 1,328 | |
| Stock Option (right to purchase) 2010 | \$ 47.1 | 02/26/2015 | | M | 4,647 | 02/19/2015 02/19/2020 | Common Stock | 4,647 | |
| | \$ 56.03 | 02/27/2015 | | M | 500 | 02/20/2013 02/20/2018 | | 500 | |

Stock
Option
(right to
purchase)
2008

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HUTTON WILLIAM L 16600 SWINGLEY RIDGE ROAD CHESTERFIELD, MO 63017 | | | EVP, General Counsel & Secy. | |

Signatures

William L.
Hutton

02/27/2015

__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).

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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