

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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**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
Common Stock	02/26/2015		M		1,287	A	\$ 59.63
Common Stock	02/26/2015		M		1,328	A	\$ 32.2
Common Stock	02/26/2015		M		4,647	A	\$ 47.1
Common Stock	02/26/2015		S		6,625	D	\$ 89.8076
							8,411
							9,698
							11,026
							15,673
							9,048

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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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