#### Edgar Filing: REINSURANCE GROUP OF AMERICA INC - Form 4

#### REINSURANCE GROUP OF AMERICA INC

Form 4

February 22, 2007

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

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

burden hours per response... 0.5

**OMB APPROVAL** 

See Instruction 1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person
SHERMAN JAMES E

(First)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

REINSURANCE GROUP OF

(Check all applicable)

AMERICA INC [RGA]

(Middle)

(Zip)

3. Date of Earliest Transaction

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

EVP & General Counsel

1370 TIMBERLAKE MANOR **PARKWAY** 

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

(Street)

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

02/20/2007

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHESTERFIELD, MO 63017

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership (Instr. 4) (Instr. 4) Following

Price Code V Amount (D)

(A)

59.63

Transaction(s) (Instr. 3 and 4)

Reported

Common 4.480 02/20/2007 A (1) Stock

9,573

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	Pate	7. Title and Underlying (Instr. 3 and	Securities	8 1 5 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to purchase)	\$ 59.63	02/20/2007		M	3,886	<u>(2)</u>	02/20/2017	Common Stock	3,886	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHERMAN JAMES E 1370 TIMBERLAKE MANOR PARKWAY CHESTERFIELD, MO 63017

**EVP & General Counsel** 

D

## **Signatures**

William Hutton, by power of

attorney 02/22/2007

\*\*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) Acquired pursuant to award of performance contingent restricted stock granted in 2004.
- (2) Option grants on February 20, 2007 vest in 25% increments on each of February 20, 2009, 2010, 2011 and 2012.

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.

Reporting Owners 2