EASON J CLIFF Form 4

February 22, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

Common

Stock

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * **EASON J CLIFF**

2. Issuer Name and Ticker or Trading

Symbol

REINSURANCE GROUP OF AMERICA INC [RGA]

(Check all applicable)

(First)

(Street)

(State)

02/19/2010

3. Date of Earliest Transaction

(Month/Day/Year) 02/19/2010

Director 10% Owner Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

Beneficial

Ownership

(Instr. 4)

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

1370 TIMBERLAKE MANOR **PARKWAY**

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

CHESTERFIELD, MO 63017

1. Title of 2. Transaction Date 2A. Deemed 3. Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (D) (Month/Day/Year) (Instr. 8) (A)

(Zip)

(Middle)

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

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

Transaction(s) (Instr. 3 and 4) Price

or Code V Amount (D)

1,600 A (1) 47.1

D 13,700

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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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships

Reporting Owner Name / Address

 $\begin{array}{ccc} \text{Director} & 10\% & \text{Officer} & \text{Other} \\ \hline & \text{Owner} & \end{array}$

EASON J CLIFF 1370 TIMBERLAKE MANOR PARKWAY CHESTERFIELD, MO 63017

Signatures

William Hutton, by power of attorney

02/22/2010

**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 annual grant of shares to independent directors for services performed as a director.

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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