

Edgar Filing: WATSON GRAHAM S - Form 4

WATSON GRAHAM S  
Form 4  
March 06, 2003

FORM 4	OMB APPROVAL
	OMB Number: 3235-0287
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5  
obligations may continue. See Instruction 1(b).

(Print or Type Responses)

=====

1. Name and Address of Reporting Person\*

Watson	Graham	S.
-----	-----	-----
(Last)	(First)	(Middle)
1370 Timberlake Manor Parkway		
-----		
(Street)		

Chesterfield	Missouri	63017-6039
-----	-----	-----
(City)	(State)	(Zip)

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2. Issuer Name AND Ticker or Trading Symbol

Reinsurance Group of America, Incorporated (NYSE:RGA)  
=====

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

=====

4. Statement for Month/Day/Year

03/04/03  
=====

5. If Amendment, Date of Original (Month/Day/Year)

=====

6. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

- |                                  |                           |
|----------------------------------|---------------------------|
| [ ] Director                     | [ ] 10% Owner             |
| [ X ] Officer (give title below) | [ ] Other (specify below) |

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Executive Vice President and Chief Marketing Officer  
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7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

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)		Price
			Code	V	Amount	(A) or (D)	

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIA  
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative	2. Conver- sion or Exer- cise Price of Deriv- ative	3. Trans- action Date (Month/ Day/Year)	3A. Deemed Execu- tion Date, if any (Month/ Day/Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number
						Date	Expira-	

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Security (Instr. 3)	Secu- rity	Day/ Year)	Day/ Year)	----- Code V	----- (A)	(D)	Exer- cisable	tion Date	Title	of Shares
Performance Share	1-for-1	03/04/03		A	1,667.3		(1)	(1)	Common Stock	1,667.3

Explanation of Responses:

(1) Vests in 1/3 increments on each of December 31, 2003, 2004, and 2005; exercisable in limited circumstances set forth in the registrant's Executive Performance Share Plan.

/s/ William L. Hutton, Attorney-in-fact

March 5, 2003

\*\*Signature of Reporting Person

Date

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