WOODRING A GREIG
Form 4
November 26, 2008

FORM 4

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

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WOODRING A GREIG

(Last) (First) (Middle)

1370 TIMBERLAKE MANOR PARKWAY

(Street)

CHESTERFIELD, MO 63017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
REINSURANCE GROUP OF AMERICA INC [RGA]

3. Date of Earliest Transaction (Month/Day/Year)
11/25/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)			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			
Class A Common Stock	11/25/2008		J (1)	V	100,629	D	(1)	0	D	
Common Stock	11/25/2008		J (1)	V	100,629	A	(1)	100,629	D	

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

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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 Amour Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Stock Option (right to purchase)	$ 36	11/25/2008		J(1)	V		25,261	(2)	01/01/2009	Class A Common Stock	25,2
Stock Option (right to purchase)	$ 36	11/25/2008		J(1)	V	25,261		(2)	01/01/2009	Common Stock	25,2
Stock Option (right to purchase)	$ 23.19	11/25/2008		J(1)	V		49,596	(3)	01/01/2010	Class A Common Stock	49,5
Stock Option (right to purchase)	$ 23.19	11/25/2008		J(1)	V	49,596		(3)	01/01/2010	Common Stock	49,5
Stock Option (right to purchase)	$ 29.81	11/25/2008		J(1)	V		67,086	(4)	01/01/2011	Class A Common Stock	67,0
Stock Option (right to purchase)	$ 29.81	11/25/2008		J(1)	V	67,086		(4)	01/01/2011	Common Stock	67,0
Stock Option (right to purchase)	$ 31.91	11/25/2008		J(1)	V		70,197	(5)	01/01/2012	Class A Common Stock	70,1
Stock Option (right to purchase)	$ 31.91	11/25/2008		J(1)	V	70,197		(5)	01/01/2012	Common Stock	70,1
Stock Option (right to	$ 27.29	11/25/2008		J(1)	V		82,081	(6)	01/29/2013	Class A Common Stock	82,0

purchase)												
Stock Option (right to purchase)	$ 27.29	11/25/2008		J[1]	V	82,081		[6]	01/29/2013	Common Stock	82,0
Stock Option (right to purchase)	$ 39.61	11/25/2008		J[1]	V		34,335	[7]	01/28/2014	Class A Common Stock	34,3
Stock Option (right to purchase)	$ 39.61	11/25/2008		J[1]	V	34,335		[7]	01/28/2014	Common Stock	34,3
Stock Option (right to purchase)	$ 47.47	11/25/2008		J[1]	V		29,492	[8]	01/27/2015	Class A Common Stock	29,4
Stock Option (right to purchase)	$ 47.47	11/25/2008		J[1]	V	29,492		[8]	01/27/2015	Common Stock	29,4
Stock Option (right to purchase)	$ 47.48	11/25/2008		J[1]	V		37,911	[9]	02/21/2016	Class A Common Stock	37,9
Stock Option (right to purchase)	$ 47.48	11/25/2008		J[1]	V	37,911		[9]	02/21/2016	Common Stock	37,9
Stock Option (right to purchase)	$ 59.63	11/25/2008		J[1]	V		31,058	[10]	02/20/2017	Class A Common Stock	31,0
Stock Option (right to purchase)	$ 59.63	11/25/2008		J[1]	V	31,058		[10]	02/20/2017	Common Stock	31,0
Stock Option (right to purchase)	$ 56.03	11/25/2008		J[1]	V		32,225	[11]	02/20/2018	Class A Common Stock	32,2
Stock Option (right to purchase)	$ 56.03	11/25/2008		J[1]	V	32,225		[11]	02/20/2018	Common Stock	32,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOODRING A GREIG 1370 TIMBERLAKE MANOR PARKWAY CHESTERFIELD, MO 63017	X		President & CEO	

Signatures

/s/ William Hutton by power of attorney	11/26/2008
**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) Pursuant to Rule 16b-7 (also under Rule 16b-3(d) and (e)), each share of Class A Common Stock was redesignated as one share of Common Stock.

(2) The options were granted on January 1, 1999 and vest in 20% increments on each of January 1, 2000, 2001, 2002, 2003 and 2004.

(3) The options were granted on January 1, 2000 and vest in 20% increments on each of January 1, 2001, 2002, 2003, 2004 and 2005.

(4) The options were granted on January 1, 2001 and vest in 20% increments on each of January 1, 2002, 2003, 2004, 2005 and 2006.

(5) The options were granted on January 1, 2002 and vest in 20% increments on each of January 1, 2003, 2004, 2005, 2006 and 2007.

(6) The options were granted on January 29, 2003 and vest in 20% increments on each of January 1, 2004, 2005, 2006, 2007 and 2008.

(7) The options were granted on January 28, 2004 and vest in 25% increments on each of December 31, 2005, 2006, 2007 and 2008.

(8) The options were granted on January 27, 2005 and vest in 25% increments on each of December 31, 2006, 2007, 2008 and 2009.

(9) The options were granted on February 21, 2006 and vest in 25% increments on each of December 31, 2007, 2008, 2009 and 2010.

(10) The options were granted on February 20, 2007 and vest in 25% increments on each of December 31, 2008, 2009, 2010 and 2011.

(11) The options were granted on February 20, 2008 and vest in 25% increments on each of December 31, 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.
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