

REINSURANCE GROUP OF AMERICA INC  
Form 4  
August 11, 2016

**FORM 4**

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

OMB APPROVAL

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

**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 \*  
**LAY JACK B**

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)  
**08/09/2016**

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
**SEVP**

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 08/09/2016                           |  | M                              |   | 13,743 A \$ 47.1  | D  |                                   |
| Common Stock                    | 08/09/2016                           |  | M                              |   | 12,489 A \$ 59.74   | D  |                                   |
| Common Stock                    | 08/09/2016                           |  | S                              |   | 23,743 (1) D \$ 100.8   | D  |                                   |
| Common Stock                    | 08/09/2016                           |  | D                              |   | 9,633 (2) D \$ 101.86   | D  |                                   |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474  
(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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to purchase) 2010             | \$ 47.1  | 08/09/2016                           |  | M                              | 13,743  | 02/19/2011 02/19/2020                                    | Common Stock  | 13,743                     |
| Stock Appreciation Right (right to purchase) 2011 | \$ 59.74   | 08/09/2016                           |  | M                              | 12,489  | 02/22/2015 02/22/2021                                    | Common Stock  | 12,489                     |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| LAY JACK B<br>16600 SWINGLEY RIDGE ROAD<br>CHESTERFIELD, MO 63017 |               |           |         | SEVP  |

## Signatures

William Hutton, by power of attorney  
08/11/2016  
\*\*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).
- Price represents the average sale price for multiple transactions on this line. The prices of the transactions reported on this line ranged from \$100.48 to \$101.03. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

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- Represents (i) 7,325 shares sold to pay the exercise price the purchase of common stock, and (ii) 2,308 shares withheld to satisfy
- (2) Company tax withholding obligations. The difference between the number of SARs exercised (12,489) and the number of shares withheld to pay exercise price and taxes (9,633) results in a net settlement of 2856 shares.

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.