

REINSURANCE GROUP OF AMERICA INC
 Form 4
 September 16, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 GENERAL AMERICAN LIFE
 INSURANCE CO

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)
 13045 TESSON FERRY ROAD,
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/12/2008

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

ST. LOUIS, MO 63128

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 Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common stock, \$0.01 par value per share | 09/12/2008 | | J ⁽¹⁾ | | 32,243,539 | D | \$ 0 0 |
| Class A common stock, \$0.01 par value per share | 09/12/2008 | | J ⁽¹⁾ | | 32,243,539 | A | \$ 0 32,243,539 |
| | 09/12/2008 | | J ⁽¹⁾ | | 29,243,539 | D | \$ 0 3,000,000 |

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| | | | | | | | |
|---|------------|----------------|------------|---|------------|------------|--------------|
| Class A common stock, \$0.01 par value per share | | | | | | | |
| Class B common stock, \$0.01 par value per share | 09/12/2008 | <u>J(1)</u> | 29,243,539 | A | \$ 0 | 29,243,539 | D <u>(6)</u> |
| Class B common stock, \$0.01 par value per share | 09/12/2008 | <u>J(1)(2)</u> | 29,243,539 | D | <u>(4)</u> | 0 | D <u>(6)</u> |
| Class B common stock, \$0.01 par value per share | 09/12/2008 | <u>J(1)(2)</u> | 29,243,539 | A | <u>(4)</u> | 29,243,539 | D <u>(7)</u> |
| Class B common stock, \$0.01 par value per share | 09/12/2008 | <u>J(1)(2)</u> | 29,243,539 | D | <u>(4)</u> | 0 | D <u>(7)</u> |
| Class B common stock, \$0.01 par value per share | 09/12/2008 | <u>J(1)(2)</u> | 29,243,539 | A | <u>(4)</u> | 29,243,539 | D <u>(8)</u> |
| Class B common stock, \$0.01 par value per share | 09/12/2008 | <u>J(1)(2)</u> | 29,243,539 | D | <u>(4)</u> | 0 | D <u>(8)</u> |
| Class B common stock, \$0.01 par value per | 09/12/2008 | <u>J(1)(2)</u> | 29,243,539 | A | <u>(4)</u> | 29,243,539 | D <u>(9)</u> |

share

Class B
common
stock,
\$0.01 par
value per
share

09/12/2008

S⁽³⁾

29,243,539

D

5

0

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GENERAL AMERICAN LIFE INSURANCE CO 13045 TESSON FERRY ROAD ST. LOUIS, MO 63128 | | X | | |
| METLIFE INC 200 PARK AVENUE NEW YORK, NY 10166-0188 | | X | | |
| METROPOLITAN LIFE INSURANCE CO/NY 200 PARK AVENUE NEW YORK, NY 10166-0188 | | X | | |
| | | X | | |

GENAMERICA FINANCIAL, LLC
 ONE METLIFE PLAZA
 27-01 QUEENS PLAZA NORTH
 LONG ISLAND CITY, NY 11101

Signatures

| | |
|--|------------|
| General American Life Insurance Company, By: /s/ Eric T. Steigerwalt, Senior Vice President & Treasurer | 09/16/2008 |
| __Signature of Reporting Person | Date |
| MetLife, Inc., By: /s/ Eric T. Steigerwalt, Senior Vice President & Treasurer | 09/16/2008 |
| __Signature of Reporting Person | Date |
| Metropolitan Life Insurance Company, By: /s/ Eric T. Steigerwalt, Senior Vice President & Treasurer | 09/16/2008 |
| __Signature of Reporting Person | Date |
| GenAmerica Financial, LLC, By: Metropolitan Life Insurance Company, its member; /s/ Eric T. Steigerwalt, Senior Vice President & Treasurer | 09/16/2008 |
| __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 the terms of the Recapitalization and Distribution Agreement (the "Agreement"), dated June 1, 2008, by and between MetLife, Inc. ("MetLife") and Reinsurance Group of America, Incorporated ("RGA"), each outstanding share of common stock, par value \$0.01 per share ("RGA Shares"), of RGA was reclassified as one share of class A common stock, par value \$0.01 per share ("RGA class A common stock"), of RGA (the "Recapitalization"). Immediately following the Recapitalization, General American Life Insurance Company, a Missouri life insurance company and indirect wholly-owned subsidiary of MetLife ("GALIC"), exchanged 29,243,539 shares of its RGA class A common stock which represented all of the RGA class A common stock beneficially owned by MetLife other than 3,000,000 shares of RGA class A common stock with RGA for 29,243,539 shares of class B common stock, par value \$0.01 per share ("RGA class B common stock"), of RGA.

(2) Immediately following the Recapitalization, GALIC distributed all of the 29,243,539 shares of RGA class B common stock to GenAmerica Financial, LLC, a Missouri limited liability company and indirect wholly-owned subsidiary of MetLife ("GenAm"), which in turn distributed all of such shares to Metropolitan Life Insurance Company, a New York stock life insurance company and direct wholly-owned subsidiary of MetLife ("MLIC"), which in turn distributed all of such shares to MetLife (the "Transfer"). Shares of RGA class A common stock that continue to be beneficially owned by MetLife are held by GALIC.

(3) Pursuant to the terms of the Agreement, immediately following the Recapitalization, MetLife disposed of 29,243,539 shares of RGA class B common stock in a registered exchange offer to its stockholders (the "Split-Off"). The final exchange ratio was 1 share of common stock, par value \$0.01 per share ("MetLife common stock"), of MetLife for 1.2663 shares of RGA class B common stock. As a result of the Split-Off, MetLife no longer beneficially owns any shares of RGA class B common stock.

(4) No consideration was paid or received as shares were transferred by means of dividend or distribution (see Footnote 1).

(5) The final exchange ratio was 1 share of MetLife common stock for 1.2663 shares of RGA class B common stock.

(6) These shares were directly owned by GALIC.

(7) These shares were directly owned by GenAm.

(8) These shares were directly owned by MLIC.

(9) Immediately following the Recapitalization and the Transfer, but immediately prior to the Split-Off, these shares were directly owned by MetLife.

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.