

HUTTON WILLIAM L
Form 3
January 31, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â HUTTON WILLIAM L</p> <p>(Last) (First) (Middle)</p> <p>C/O REINSURANCE GROUP OF AMERICA INC.,Â 1370 TIMBERLAKE MANOR PARKWAY</p> <p>(Street)</p> <p>CHESTERFIELD,Â MOÂ 63017</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/24/2011</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>REINSURANCE GROUP OF AMERICA INC [RGA]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, General Counsel & Sec'y</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 781 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---|---------------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Employee Stock Option (right to purchase) | 01/29/2003 | 01/29/2013 | Common Stock | 386 | \$ 27.29 | D | Â |
| Employee Stock Option (right to purchase) | 01/28/2004 | 01/28/2014 | Common Stock | 699 | \$ 39.61 | D | Â |
| Employee Stock Option (right to purchase) | 01/27/2005 | 01/27/2015 | Common Stock | 693 | \$ 47.47 | D | Â |
| Employee Stock Option (right to purchase) | 02/21/2006 | 02/21/2016 | Common Stock | 762 | \$ 47.48 | D | Â |
| Employee Stock Option (right to purchase) | 02/20/2007 | 02/20/2017 | Common Stock | 1,287 | \$ 59.63 | D | Â |
| Employee Stock Option (right to purchase) | 02/20/2008 | 02/20/2018 | Common Stock | 1,815 | \$ 56.03 | D | Â |
| Employee Stock Option (right to purchase) | 02/18/2009 | 02/18/2019 | Common Stock | 5,309 | \$ 32.2 | D | Â |
| Employee Stock Option (right to purchase) | 02/19/2010 ⁽¹⁾ | 02/19/2020 | Common Stock | 3,147 | \$ 47.1 | D | Â |
| Employee Stock Option (right to purchase) | 02/19/2010 ⁽¹⁾ | 02/19/2020 | Common Stock | 1,500 | \$ 47.1 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HUTTON WILLIAM L C/O REINSURANCE GROUP OF AMERICA INC. 1370 TIMBERLAKE MANOR PARKWAY CHESTERFIELD, MO 63017 | Â | Â | Â SVP, General Counsel & Sec'y | Â |

Signatures

/s/ William L.
Hutton

01/31/2011

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The options were granted on February 19, 2010 and vest in 25% increments on each of December 31, 2011, 2012, 2013, and 2014.

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Remarks:

REMARKS:Â Â ExhibitÂ 24,Â PowerÂ ofÂ AttorneyÂ isÂ attached.

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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