

Bartlett William J
 Form 4
 November 26, 2008

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 *
 Bartlett William J

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)

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

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

1370 TIMBERLAKE MANOR PARKWAY

(Street)

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

CHESTERFIELD, MO 63017

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	11/25/2008		J ⁽¹⁾	V	5,500	D	0	D
Common Stock	11/25/2008		J ⁽¹⁾	V	5,500	A	5,500	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 Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(2)</u>	11/25/2008		J ⁽¹⁾	V		358 ⁽³⁾	<u>(4)</u>	05/26/2014	Class A Common Stock	358
Phantom Stock	<u>(2)</u>	11/25/2008		J ⁽¹⁾	V	358 ⁽³⁾		<u>(4)</u>	05/26/2014	Common Stock	358
Phantom Stock	<u>(2)</u>	11/25/2008		J ⁽¹⁾	V		701 ⁽³⁾	<u>(4)</u>	01/27/2015	Class A Common Stock	701
Phantom Stock	<u>(2)</u>	11/25/2008		J ⁽¹⁾	V	701 ⁽³⁾		<u>(4)</u>	01/27/2015	Common Stock	701
Phantom Stock	<u>(2)</u>	11/25/2008		J ⁽¹⁾	V		764 ⁽³⁾	<u>(4)</u>	04/22/2015	Class A Common Stock	764
Phantom Stock	<u>(2)</u>	11/25/2008		J ⁽¹⁾	V	764 ⁽³⁾		<u>(4)</u>	04/22/2015	Common Stock	764
Phantom Stock	<u>(2)</u>	11/25/2008		J ⁽¹⁾	V		2,730 ⁽³⁾	<u>(4)</u>	01/26/2016	Class A Common Stock	2,730
Phantom Stock	<u>(2)</u>	11/25/2008		J ⁽¹⁾	V	2,730 ⁽³⁾		<u>(4)</u>	01/26/2016	Common Stock	2,730
Phantom Stock	<u>(2)</u>	11/25/2008		J ⁽¹⁾	V		1,078 ⁽³⁾	<u>(4)</u>	01/26/2017	Class A Common Stock	1,078
Phantom Stock	<u>(2)</u>	11/25/2008		J ⁽¹⁾	V	1,078 ⁽³⁾		<u>(4)</u>	01/26/2017	Common Stock	1,078

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bartlett William J
1370 TIMBERLAKE MANOR PARKWAY X
CHESTERFIELD, MO 63017

Signatures

/s/ William Hutton as 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) 1 for 1 based upon fair market value for Common Stock.
- (3) Acquired in lieu of cash payment and stock grant for director's annual retainer and meeting fees.
- (4) Vests on the earlier of (i) 10 years from the last day of the plan year in which the phantom unit is granted or (ii) the holder's retirement. Payable in cash or common stock at the election of the Board.
- (5) Mr. Bartlett beneficially owns a total of 5,631 phantom shares of various classes.

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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