

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Manning Anna</u>			2. Issuer Name and Ticker or Trading Symbol <u>REINSURANCE GROUP OF AMERICA INC [RGA]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President, CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/14/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>16600 SWINGLEY RIDGE ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>CHESTERFIELD MO 63017</u>								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/14/2019		M		6,336	A	\$47.1	34,888	D	
Common Stock	11/14/2019		M		8,326	A	\$59.74	43,214	D	
Common Stock	11/14/2019		M		10,563	A	\$56.65	53,777	D	
Common Stock	11/14/2019		M		11,210	A	\$58.77	64,987	D	
Common Stock	11/14/2019		S		3,835	D	\$165.4688	61,152	D	
Common Stock	11/14/2019		D		5,529 ⁽¹⁾	D	\$165.84	55,623	D	
Common Stock	11/14/2019		D		6,891 ⁽²⁾	D	\$165.84	48,732	D	
Common Stock	11/14/2019		D		7,355 ⁽³⁾	D	\$165.84	41,377	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to purchase) 2010	\$47.1	11/14/2019		M		6,336		12/31/2011	02/19/2020	Common Stock	6,336	\$0	0	D	
Stock Appreciation Right (right to purchase) 2011	\$59.74	11/14/2019		M		8,326		12/31/2011	02/22/2021	Common Stock	8,326	\$0	0	D	
Stock Appreciation Right (right to purchase) 2012	\$56.65	11/14/2019		M		10,563		12/31/2012	02/28/2022	Common Stock	10,536	\$0	0	D	
Stock Appreciation Right (right to purchase) 2013	\$58.77	11/14/2019		M		11,210		12/31/2013	02/21/2023	Common Stock	11,210	\$0	0	D	

Explanation of Responses:

- Represents (i) 2999 shares sold to pay the exercise price the purchase of common stock, and (ii) 2530 shares withheld to satisfy Company tax withholding obligations. The difference between the number of SARs exercised (8326) and the number of shares withheld to pay exercise price and taxes (5529) results in a net settlement of 2797 shares.
- Represents (i) 3608 shares sold to pay the exercise price the purchase of common stock, and (ii) 3283 shares withheld to satisfy Company tax withholding obligations. The difference between the number of SARs exercised (10563) and the number of shares withheld to pay exercise price and taxes (6891) results in a net settlement of 3672 shares.
- Represents (i) 3972 shares sold to pay the exercise price the purchase of common stock, and (ii) 3383 shares withheld to satisfy Company tax withholding obligations. The difference between the number of SARs exercised (11210) and the number of shares withheld to pay exercise price and taxes (7355) results in a net settlement of 3855 shares.

William L. Hutton

11/18/2019

** Signature of Reporting Person

Date

* 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).

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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