

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)

Reinsurance Group of America, Incorporated

(Name of Issuer)

Common Stock, Par Value \$.01 Per Share

(Title of Class of Securities)

759351109

(CUSIP Number)

Gwenn L. Carr
MetLife, Inc.
One Madison Avenue
New York, New York 10010
(212)578-2211

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 30, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

MetLife, Inc.
13-4075851

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7	SOLE VOTING POWER
	None*

8	SHARED VOTING POWER
	28,915,939*

9	SOLE DISPOSITIVE POWER
	None*

10	SHARED DISPOSITIVE POWER
	28,915,939*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,915,939*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

58.6%*

14 TYPE OF REPORTING PERSON

HC

* See Item 5 of Amendment No. 2 to Schedule 13D dated April 3, 2001.

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Metropolitan Life Insurance Company
13-5581829

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		None*
	8	SHARED VOTING POWER
		28,915,939*

9 SOLE DISPOSITIVE POWER

None*

10 SHARED DISPOSITIVE POWER

28,915,939*

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58.6%*

14 TYPE OF REPORTING PERSON

IC

* See Item 5 of Amendment No. 2 to Schedule 13D dated April 3, 2001.

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GenAmerica Financial Corporation
43-1779470

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Missouri

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		None*
	8	SHARED VOTING POWER
		24,131,250*

9	SOLE DISPOSITIVE POWER
	None*

10	SHARED DISPOSITIVE POWER
	24,131,250*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,131,250*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

48.9%*

14 TYPE OF REPORTING PERSON

HC, CO

* See Item 5 of Amendment No. 2 to Schedule 13D dated April 3, 2001.

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

General American Life Insurance Company
43-0285930

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

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Missouri

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		None*
	8	SHARED VOTING POWER
		24,131,250*

9	SOLE DISPOSITIVE POWER
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10	SHARED DISPOSITIVE POWER
	24,131,250*

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48.9%*

14 TYPE OF REPORTING PERSON

IC

* See Item 5 of Amendment No. 2 to Schedule 13D dated April 3, 2001.

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Equity Intermediary Company
43-1727895

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

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Missouri

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	8	SHARED VOTING POWER
		24,131,250*
	9	SOLE DISPOSITIVE POWER
		None*
	10	SHARED DISPOSITIVE POWER
		24,131,250*

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

48.9%*

14 TYPE OF REPORTING PERSON

HC, CO

* See Item 5 of Amendment No. 2 to Schedule 13D dated April 3, 2001.

This Statement relates to the common stock, par value \$.01 per share (the "Shares"), of Reinsurance Group of America, Incorporated, a Missouri corporation ("RGA"). This Statement amends the Schedule 13D Statement of MetLife, Inc. ("MLINC"), Metropolitan Life Insurance Company ("MetLife"), GenAmerica Financial Corporation ("GenAmerica"), General American Life Insurance Company ("GenAm Life") and Equity Intermediary Company ("EIM") (MLIC, MetLife, GenAmerica, GenAm Life and EIM, collectively, the "Filing Parties") in respect of RGA by amending and restating Items 3 and 4 in their entirety, as follows:

Item 3. Source and Amount of Funds or other Consideration.

MLINC and its affiliates will use working capital to purchase additional Shares of RGA, as described in Item 4 below.

Item 4. Purpose of Transaction.

As announced on January 30, 2002, MLINC and its affiliates presently intend to purchase up to an aggregate of \$125 million of additional Shares of common stock of RGA. The purchases are intended to offset potential future dilution of the Filing Parties' holdings of RGA Shares arising from the issuance of Preferred Income Equity Redeemable Securities (PIERS)* by RGA on December 10, 2001. Purchases of RGA Shares may be made in the open market and through privately-negotiated transactions. The timing of the purchases will be dependent upon market conditions and other corporate considerations. The plan to purchase additional Shares of RGA may be modified, extended or terminated by MLINC and its affiliates at any time.

At a meeting of the RGA Board of Directors held on January 23, 2002, Stewart G. Nagler, Vice-Chairman and Chief Financial Officer of MLINC, was elected as Chairman of the Board of RGA. At the same meeting, Joseph A. Reali, Senior Vice-President and Tax Director of MLINC, was elected as a member of the Board of Directors of RGA, replacing John H. Tweedie, who retired from MLINC and the Board of Directors of RGA on December 31, 2001.

Except as set forth herein, the Filing Persons have no present plans or proposals which relate to or would result in any of the following:

- (a) The acquisition of additional securities or the disposition of securities of RGA;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving RGA or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of RGA or of any of its subsidiaries;
- (d) Any change in the present board of directors or management of RGA, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board of directors;
- (e) Any material change in the present capitalization or dividend policy of RGA;
- (f) Any other material change in RGA's business or corporate structure;
- (g) Changes in RGA's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of RGA by any person;
- (h) Causing a class of securities of RGA to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of RGA becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or

* "Preferred Income Equity Redeemable Securities"(SM) and "PIERS"(SM) are service marks owned by Lehman Brothers Inc.

(j) Any action similar to any of those enumerated above.

Item 7. Materials to be Filed as Exhibits.

Exhibit A -- Agreement Required for Joint Filing under Rule 13d-1(k)(1)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 30, 2002

METLIFE, INC.

By: /s/ Gwenn L. Carr

Name: Gwenn L. Carr
Title: Vice-President and Secretary

METROPOLITAN LIFE INSURANCE COMPANY

By: /s/ Gwenn L. Carr

Name: Gwenn L. Carr
Title: Vice-President and Secretary

GENAMERICA FINANCIAL CORPORATION

By: /s/ Matthew P. McCauley

Name: Matthew P. McCauley
Title: Vice-President, General
Counsel and Secretary

GENERAL AMERICAN LIFE INSURANCE COMPANY

By: /s/ Matthew P. McCauley

Name: Matthew P. McCauley
Title: Vice-President, General
Counsel and Secretary

EQUITY INTERMEDIARY COMPANY

By: /s/ Matthew P. McCauley

Name: Matthew P. McCauley
Title: Director, Vice-President,
General Counsel and Secretary

Exhibit A

Joint Filing Agreement

In accordance with Rule 13d-1(k)(1) of Regulation 13D-G of the Securities Exchange Act of 1934, the persons or entities below agree to the joint filing on behalf of each of them of the Statement on Schedule 13D (including any and all amendments thereto) with respect to the Common Stock of Reinsurance Group of America, Incorporated, and agree that such statement is, and any amendments thereto filed by any of them will be, filed on behalf of each of them, and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings.

In evidence thereof the undersigned hereby execute this Agreement this 30th day of January, 2002.

METLIFE, INC.

By: /s/ Gwenn L. Carr

Name: Gwenn L. Carr
Title: Vice-President and Secretary

METROPOLITAN LIFE INSURANCE COMPANY

By: /s/ Gwenn L. Carr

Name: Gwenn L. Carr
Title: Vice-President and Secretary

GENAMERICA FINANCIAL CORPORATION

By: /s/ Matthew P. McCauley

Name: Matthew P. McCauley
Title: Vice-President, General
Counsel and Secretary

GENERAL AMERICAN LIFE INSURANCE COMPANY

By: /s/ Matthew P. McCauley

Name: Matthew P. McCauley
Title: Vice-President, General
Counsel and Secretary

EQUITY INTERMEDIARY COMPANY

By: /s/ Matthew P. McCauley

Name: Matthew P. McCauley
Title: Director, Vice-President,
General Counsel and Secretary