SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
OMB Number: 3235-0104

Estimated average burden hours per response: 0.5

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

1. Name and Address of Reporting Person [*] Neemeh Alain	2. Date of Event Requiring Statement (Month/Day/Year) 12/31/2008		3. Issuer Name and Ticker or Trading Symbol <u>REINSURANCE GROUP OF AMERICA INC</u> [RGA]					
(Last) (First) (Middle) 1370 TIMBERLAKE MANOR PARKWAY	12/31/2000		4. Relationship of Reporting Perso (Check all applicable) Director	on(s) to Issue 10% Owne Other (spe	r (Mor	nth/Day/Year)	ate of Original Filed //Group Filing (Check	
			A below)	below)	Appl	licable Line)	1 0 (
(Street) CHESTERFIELD MO 63017			President & CEO - RO	GA Canada	X		y One Reporting Person	
						Reporting P	y More than One erson	
(City) (State) (Zip)								
	Table I - Noi	n-Deriva	tive Securities Beneficiall	y Owned				
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect ((Instr. 5)	ct (D) (Instr. 5)			
Common Stock			6,565	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable an Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securities Underlying Derivative Security (Ins		4. Conversion or Exercise	ise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date	Expiratio		Amount or Number	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
	Exercisable	Date	Title	of Shares				
Employee Stock Option (right to purchase)	12/31/2005		Title		29.81	D		
Employee Stock Option (right to purchase) Employee Stock Option (right to purchase)		Date	Title L Common Stock	Shares	29.81 31.91	D D		
	12/31/2005	Date 01/01/201	Title 1 Common Stock 2 Common Stock	Shares 3,247				
Employee Stock Option (right to purchase)	12/31/2005 12/31/2006	Date 01/01/2012 01/01/2012	Title 1 Common Stock 2 Common Stock 3 Common Stock	Shares 3,247 5,416	31.91	D		
Employee Stock Option (right to purchase) Employee Stock Option (right to purchase)	12/31/2005 12/31/2006 12/31/2007	Date 01/01/2013 01/01/2013 01/01/2013 01/29/2013	Title 1 Common Stock 2 Common Stock 3 Common Stock 4 Common Stock	Shares 3,247 5,416 6,994	31.91 27.29	D D		
Employee Stock Option (right to purchase) Employee Stock Option (right to purchase)	12/31/2005 12/31/2006 12/31/2007 12/31/2008	Date 01/01/201: 01/01/201: 01/01/201: 01/29/201: 01/28/2014	Title 1 Common Stock 2 Common Stock 3 Common Stock 4 Common Stock 5 Common Stock	Shares 3,247 5,416 6,994 3,600	31.91 27.29 39.61	D D D D		
Employee Stock Option (right to purchase) Employee Stock Option (right to purchase) Employee Stock Option (right to purchase) Employee Stock Option (right to purchase)	12/31/2005 12/31/2006 12/31/2007 12/31/2008 (1)	Date 01/01/201: 01/01/201: 01/29/201: 01/28/201- 01/27/201:	Title 1 Common Stock 2 Common Stock 3 Common Stock 4 Common Stock 5 Common Stock 6 Common Stock	Shares 3,247 5,416 6,994 3,600 3,160	31.91 27.29 39.61 47.47	D D D D D		

Explanation of Responses:

1. The options were granted on January 27, 2005 and vest in 25% increments on each of December 31, 2006, 2007, 2008 and 2009.

2. The options were granted on February 21, 2006 and vest in 25% increments on each of December 31, 2007, 2008, 2009 and 2010.

3. The options were granted on February 20, 2007 and vest in 25% increments on each of December 31, 2008, 2009, 2010 and 2011.

4. The options were granted on February 20, 2008 and vest in 25% increments on each of December 31, 2009, 2010, 2011 and 2012.

Remarks:

Exhibit List - Exhibit 24 - confirming statement



<u>attorney</u>

02/27/2009

Date

** Signature of Reporting Person

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

 * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

The undersigned, as an executive officer of Reinsurance Group of America, Incorporated hereby constitutes and appoints Jack B. Lay, James E. Sherman, and William L. Hutton, and each of them singly, with full power to sign for me, and in my name and in the capacity stated below, an application for an Edgar SEC Form ID, Forms 3, 4 and 5 and any other forms concerning beneficial ownership of equity securities in Reinsurance Group of America, Incorporated required under Section 16(a) of the Securities Exchange Act of 1934, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission.

I hereby grant to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocations, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

This Power of Attorney shall remain in full force and effect until I am no longer required to file Forms 3, 4, and 5 with respect to my holdings of and transactions in securities issued by the Company, unless earlier revoked by me in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be executed as of December 31, 2008.

Signature

/s/ Alain Neemeh

Alain Neemeh