

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

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

REINSURANCE GROUP OF AMERICA, INCORPORATED

(Exact name of registrant as specified in its charter)

Missouri

(State or other jurisdiction of
incorporation or organization)

43-1627032

(I.R.S. Employer
Identification No.)

1370 Timberlake Manor Parkway

Chesterfield, Missouri

(Address of Principal Executive Offices)

63017-6039

(Zip Code)

Reinsurance Group of America, Incorporated Flexible Stock Plan for Directors

(Full title of the plans)

JACK B. LAY

Executive Vice President and Chief Financial Officer

Reinsurance Group of America, Incorporated

1370 Timberlake Manor Parkway

Chesterfield, Missouri 63017-6039

(636) 736-7000

(Name, address and telephone number of agent for service)

Copy to:

R. RANDALL WANG, ESQ.

Bryan Cave LLP

211 North Broadway, Suite 3600

St. Louis, Missouri 63102-2750

(314) 259-2000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount of Shares to be Registered ⁽¹⁾	Proposed Maximum Offering Price per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee ⁽²⁾⁽³⁾

Common Stock,
par value \$0.01 per share

100,000

\$40.83

\$4,083,000

\$518

- (1) This Registration Statement also covers such additional shares of Common Stock of the Registrant as may be issuable pursuant to anti-dilution provisions of the Reinsurance Group of America, Incorporated Flexible Stock Plan for Directors. Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under the options covered hereby by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.
- (2) Pursuant to Rule 457(c) and Rule 457(h), the Proposed Maximum Offering Price Per Share and the Proposed Maximum Aggregate Offering Price are computed on the basis of the average of the high and low trading prices for the Common Stock on September 28, 2004, as reported on the New York Stock Exchange.
- (3) A registration fee of \$814 was paid in connection with the registration of 112,500 shares of Common Stock (File No. 333-27167) reserved for issuance under the Reinsurance Group of America, Incorporated Flexible Stock Plan for Directors. (The number of shares originally registered has been adjusted to give effect to the Registrant's three-for-two stock splits effected in August 1997 and March 1999.) This Registration Statement registers an additional 100,000 shares of Common Stock that have become available for issuance under the Reinsurance Group of America, Incorporated Flexible Stock Plan for Directors since the filing date of the prior Registration Statement.

Incorporation by Reference of Previous Registration Statements

The Registrant registered 112,500 shares of Common Stock, which are issuable under the Reinsurance Group of America, Incorporated Flexible Stock Plan (the "Plan"), on a Registration Statement on Form S-8 (File No. 333-27167), filed by the Registrant with the Securities and Exchange Commission (the "Commission") on May 15, 1997. The number of shares of Common Stock originally registered has been adjusted to give effect to the Registrant's three-for-two stock splits effected in August 1997 and March 1999. This Registration Statement registers an additional 100,000 shares of Common Stock that have become available for issuance under the Plan since the filing date of the prior Registration Statement.

Pursuant to the instructions to Form S-8, the contents of the Registration Statement on Form S-8 (File No. 333-27167) are incorporated by reference hereto, except to the extent superceded hereby.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chesterfield, State of Missouri, on this 5th day of October, 2004.

REINSURANCE GROUP OF AMERICA, INCORPORATED

By: /s/ Jack B. Lay

Jack B. Lay
Executive Vice President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Jack B. Lay and James E. Sherman, or either of them, his attorneys-in-fact and agents, each with full power of substitution for him and in his name, place and stead, in any and all capacities, to sign any or all amendments (including, without limitation, post-effective amendments and documents in connection therewith) to this Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of said attorneys-in-fact and agents full power and authority to do so and perform each and every act and thing requisite and necessary to be done in connection with this Registration Statement, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that either of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature

Title

Date

/s/ A. Greig Woodring

President, Chief Executive Officer and

October 5, 2004

A. Greig Woodring	Director (Principal Executive Officer)	
<u>/s/ William J. Bartlett</u>	Director	October 5, 2004
William J. Bartlett		
<u>/s/ J. Cliff Eason</u>	Director	October 5, 2004
J. Cliff Eason		
<u>/s/ Stuart I. Greenbaum</u>	Director	October 5, 2004
Stuart I. Greenbaum		

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Alan C. Henderson</u>	Director	October 5, 2004
Alan C. Henderson		
<u>/s/ Leland C. Launer, Jr.</u>	Director	October 5, 2004
Leland C. Launer Jr.		
<u>/s/ Joseph A. Reali</u>	Director	October 5, 2004
Joseph A. Reali		
<u>/s/ Lisa M. Weber</u>	Director	October 5, 2004
Lisa M. Weber		
<u>/s/ Jack B. Lay</u>	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	October 5, 2004
Jack B. Lay		

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INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Exhibit</u>
5.1	Opinion of James E. Sherman, Esq.
10.1	Reinsurance Group of America, Incorporated Flexible Stock Plan for Directors, as amended and restated effective May 28, 2003 (incorporated by reference to the registrant's Proxy Statement on Schedule 14A for the annual

meeting of shareholders on May 28, 2003, filed with the Securities and Exchange Commission on April 10, 2003)
(File No. 001-11848)

- 23.1 Consent of Independent Registered Public Accounting Firm
- 23.2 Consent of James E. Sherman, Esq. (included in Exhibit 5.1)
- 24.1 Power of Attorney (included on signature page)

Reinsurance Group of America, Incorporated

1370 Timberlake Manor Parkway
Chesterfield, Missouri 63017-6039
Telephone: (636) 736-7000

October 5, 2004

Board of Directors
Reinsurance Group of America, Incorporated
1370 Timberlake Manor Parkway
Chesterfield, Missouri 63017-6039

Re: Reinsurance Group of America, Incorporated - Registration Statement on Form S-8

Ladies and Gentlemen:

As Executive Vice President, General Counsel and Secretary of Reinsurance Group of America, Incorporated (the "Company"), I am familiar with the registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), on October 5, 2004 in connection with the registration under the Act of an aggregate of 100,000 shares of Common Stock, par value \$0.01 per share, of the Company (collectively, the "Shares") issuable under the Reinsurance Group of America, Incorporated Flexible Stock Plan for Directors (the "Plan").

In connection with the preparation of the Registration Statement, I have made certain legal and factual examinations and inquiries and examined, among other things, such documents, records, instruments, agreements, certificates and matters as I have considered appropriate and necessary for the rendering of this opinion. I have assumed for the purpose of this opinion the authenticity of all documents submitted to me as originals and the conformity with the originals of all documents submitted to me as copies, and the genuineness of the signatures thereon.

Based on the foregoing and in reliance thereon and upon my review of applicable statutes and case law, it is my opinion that: (i) the Shares have been duly authorized and (ii) the Shares, after the Registration Statement becomes effective and after any post-effective amendment required by law is duly completed, filed and becomes effective, and when the applicable provisions of "Blue Sky" and other state securities laws shall have been complied with, and when the Shares are issued and sold in accordance with the Plan and the Form S-8 prospectus to be delivered to participants of the Plan, will be validly issued, fully paid and non-assessable.

I hereby consent to the inclusion of my opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, I do not hereby admit that I am in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

This opinion is rendered solely for your benefit in accordance with the subject transaction and is not to be otherwise used, circulated, quoted or referred to without my prior written consent. I am opining herein as to the effect on the subject transaction only of United States federal law and the internal (and not the conflict of law) laws of the State of Missouri, and I assume no responsibility as to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction.

Very truly yours,

/s/ James E. Sherman

James E. Sherman, Esq.
Executive Vice President, General Counsel and
Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
Reinsurance Group of America, Incorporated

We consent to the incorporation by reference in this Registration Statement of Reinsurance Group of America, Incorporated on Form S-8 of our report dated March 9, 2004 (which report expresses an unqualified opinion and includes an explanatory paragraph relating to a change in accounting for embedded derivatives), appearing in the Annual Report on Form 10-K of Reinsurance Group of America, Incorporated for the year ended December 31, 2003.

/s/ Deloitte & Touche LLP

St. Louis, Missouri
October 4, 2004