

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

/ / Form 3 Holdings Reported

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

/ / Form 4 Transactions Reported

1. Name and Address of Reporting Person*			2. Issuer Name AND Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Henderson Alan C.			Reinsurance Group of America, Incorporated (NYSE:RGA)		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for Month/Year December 2002	
7733 Forsyth Blvd., Suite 1700					5. If Amendment, Date of Original (Month/Year)	
(Street)					7. Individual or Joint/Group Reporting (check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
St. Louis	MO	63105				
(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 at the end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount (A) or (D) Price			

*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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. Conver- sion or Exer- cise Price of Deriv- ative Secu- rity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execu- tion Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	8. Price of Deriv- ative Secu- rity (Instr. 5)	9. Number of Deriv- ative Secu- rities Bene- ficially Owned at End of Year (Instr. 4)	10. Owner- ship Form of Deriv- ative Secu- rity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
Stock Option (right to purchase)	\$31.25	5/22/02		A	3,000	5/22/03	5/22/12	Common Stock	3,000	3,000	D	
Phantom Stock Unit	1-for-1	(1)		A	827.0	(1)	(2)	Common Stock	827.0	827.0	D	
Phantom Stock Dividend Equivalent Right	1-for-1	(2)		A	2.4	(1)	(2)	Common Stock	2.4	2.4	D	

Explanation of Responses:

- (1) Acquired on various dates during 2002 in lieu of director's retainer and meeting fees. Vests on the earlier of December 31, 2012, or the holder's retirement.
- (2) Acquired on quarterly dividend record dates during 2002. Rights become vested and expire proportionately with the phantom shares to which they relate.

William L. Hutton

December 10, 2002

**Signature of Reporting Person
Attorney-in-fact

Date

** 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 provided is insufficient, see Instruction 6 for procedure.