

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)
Sherman James E. Reinsurance Group of America, Incorporated (NYSE:RGA) Senior Vice President, General Counsel & Secretary
1370 Timberlake Manor Parkway (Street) Chesterfield, MO 63017-6039 (City) (State) (Zip)
December 2002
If Amendment, Date of Original (Month/Year)
Individual or Joint/Group Reporting (check applicable line)
X Form Filed by One Reporting Person
Form Filed by More than One Reporting Person

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

Table with 7 columns: 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) Amount (A) or (D) Price, 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)

*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)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	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	\$31.91	1/17/02		A	8,297	(1)	1/1/12	Common Stock	8,297	8,297	D	
Performance Share	1-for-1	2/13/02		A	248.9	(2)	(2)	Common Stock	248.9	248.9	D	
Performance Share Dividend Equivalent Right	1-for-1	(3)		A	2.2	(3)	(3)	Common Stock	2.2	2.2	D	

Explanation of Responses:

- (1) Vests in 20% increments on each of January 1, 2003, 2004, 2005, 2006, and 2007.
- (2) Vests in 1/3 increments on each of December 31, 2002, 2003, and 2004; exercisable in limited circumstances set forth in the registrant's Executive Performance Share Plan.
- (3) Acquired on quarterly dividend record dates during 2002. Rights become vested and expire proportionately with the performance 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.