

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-K/A  
AMENDMENT NO. 1

X Annual report pursuant to Section 13 or 15(d) of the Securities  
- ----- Exchange Act of 1934 for the fiscal year ended December 31, 1998

- ----- Transition report pursuant to Section 13 or 15(d) of the Securities  
Exchange Act of 1934

Commission file number 1-11848

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.)

660 MASON RIDGE CENTER DRIVE, ST. LOUIS, MISSOURI  
(Address of principal executive offices)

63141  
(Zip Code)

Registrant's telephone number, including area code: (314) 453-7300

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

Title of each class -----	Name of each exchange on which registered -----
Voting Common Stock, par value \$0.01	New York Stock Exchange
Non-voting Common Stock, par value \$0.01	New York Stock Exchange
Preferred Stock Purchase Rights	New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X      No  
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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

The aggregate market value of the voting common stock held by non-affiliates of the registrant, based upon the closing sale price of the voting common stock on May 28, 1999, as reported on the New York Stock Exchange was approximately \$518,519,586. The aggregate market value of the non-voting common stock held by non-affiliates of the registrant, based upon the closing sale price of the non-voting common stock on May 28, 1999, as reported on the New York Stock Exchange was approximately \$222,540,212.

As of May 28, 1999, Registrant had outstanding 37,931,669 shares of voting common stock and 7,417,496 shares of non-voting common stock.

## DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the Annual Report to Shareholders for the year ended December 31, 1998 ("the Annual Report") are incorporated by reference in Part I of this Form 10-K. Certain portions of the Definitive Proxy Statement in connection with the 1999 Annual Meeting of Shareholders ("the Proxy Statement") which will be filed with the Securities and Exchange Commission not later than 120 days after the Registrant's fiscal year ended December 31, 1998, are incorporated by reference in Part III of this Form 10-K.

THE REGISTRANT HEREBY AMENDS ITS FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 1998, FILED MARCH 30, 1999, TO INCLUDE A REFERENCE TO "QUARTERLY DATA" UNDER ITEM 8 OF PART II. THE QUARTERLY DATA IS INCORPORATED BY REFERENCE TO PAGES 72 AND 73 OF THE ANNUAL REPORT FOR 1998 AND IS INCLUDED AS PART OF EXHIBIT 13.1, WHICH WAS PREVIOUSLY FILED.

PART II

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

This information is incorporated by reference to the Annual Report for 1998 under the following captions:

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Consolidated Balance Sheets	42
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SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Reinsurance Group of America, Incorporated

By: /s/ Jack B. Lay 7/23/99

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Jack B. Lay  
Executive Vice President & Chief Financial Officer  
(Principal Financial and Accounting Officer)