

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <b>CARSON LAWRENCE S</b> _____ (Last) (First) (Middle) <b>16600 SWINGLEY RIDGE ROAD</b> _____ (Street) <b>CHESTERFIELD MO 63017</b> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>REINSURANCE GROUP OF AMERICA INC [ RGA ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>EVP, GFS</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>11/10/2023</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/10/2023		M		1,376	A	\$117.85	17,464	D	
Common Stock	11/10/2023		F		610 <sup>(1)</sup>	D	\$162.15	16,854	D	
Common Stock	11/10/2023		M		239	A	\$145.25	17,093	D	
Common Stock	11/10/2023		F		106 <sup>(2)</sup>	D	\$162.15	16,987	D	
Common Stock	11/10/2023		M		116	A	\$150.87	17,103	D	
Common Stock	11/10/2023		F		52 <sup>(3)</sup>	D	\$162.15	17,051	D	
Common Stock	11/10/2023		M		374	A	\$129.72	17,425	D	
Common Stock	11/10/2023		F		166 <sup>(4)</sup>	D	\$162.15	17,259	D	
Common Stock	11/10/2023		M		421	A	\$106.53	17,680	D	
Common Stock	11/10/2023		F		187 <sup>(5)</sup>	D	\$162.15	17,493	D	
Common Stock	11/10/2023		M		1,449	A	\$129.01	18,942	D	
Common Stock	11/10/2023		F		132 <sup>(6)</sup>	D	\$162.15	18,810	D	

**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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Appreciation Right (right to purchase) 2020	\$117.85	11/10/2023		M			5,039	(7)	03/06/2030	Common Stock	5,039	\$0	1,680	D	
Stock Appreciation Right (right to purchase) 2019	\$145.25	11/10/2023		M			2,294	(7)	03/01/2029	Common Stock	2,294	\$0	0	D	
Stock Appreciation Right (right to purchase) 2018	\$150.87	11/10/2023		M			1,676	(7)	03/02/2028	Common Stock	1,676	\$0	0	D	
Stock Appreciation Right (right to purchase) 2017	\$129.72	11/10/2023		M			1,873	(7)	03/03/2027	Common Stock	1,873	\$0	0	D	

**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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Appreciation Right (right to purchase) 2022	\$106.53	11/10/2023		M			1,227	(7)	03/22/2032	Common Stock	1,227	\$0	3,683	D	
Stock Appreciation Right (right to purchase) 2021	\$129.01	11/10/2023		M			1,449	(7)	03/11/2031	Common Stock	1,449	\$0	1,450	D	

**Explanation of Responses:**

1. Represents (i) 3,663 shares sold to pay the exercise price the purchase of common stock, and (ii) 610 shares withheld to satisfy Company tax withholding obligations, resulting in a net settlement of 766 shares.
1. Represents (i) 2,055 shares sold to pay the exercise price the purchase of common stock, and (ii) 106 shares withheld to satisfy Company tax withholding obligations, resulting in a net settlement of 133 shares.
1. Represents (i) 1,560 shares sold to pay the exercise price the purchase of common stock, and (ii) 52 shares withheld to satisfy Company tax withholding obligations, resulting in a net settlement of 64 shares.
1. Represents (i) 1,499 shares sold to pay the exercise price the purchase of common stock, and (ii) 166 shares withheld to satisfy Company tax withholding obligations, resulting in a net settlement of 208 shares.
1. Represents (i) 806 shares sold to pay the exercise price the purchase of common stock, and (ii) 187 shares withheld to satisfy Company tax withholding obligations, resulting in a net settlement of 234 shares.
1. Represents (i) 1,153 shares sold to pay the exercise price the purchase of common stock, and (ii) 132 shares withheld to satisfy Company tax withholding obligations, resulting in a net settlement of 164 shares.
- SARs grants vest in 25% increments over four years, starting on December 31 of the year of grant.

**Remarks:**

/s/ William L. Hutton, by  
Power of Attorney

11/13/2023

\*\* Signature of Reporting Person

Date

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 4 (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.**