

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Bartlett William J</u>  (Last) (First) (Middle) <u>1370 TIMBERLAKE MANOR PARKWAY</u>  (Street) <u>CHESTERFIELD MO 63017</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>REINSURANCE GROUP OF AMERICA INC [ RGA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/12/2008</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	09/12/2008		J <sup>(1)</sup>	V	5,500	D	(1)	0	D	
Class A Common Stock	09/12/2008		J <sup>(1)</sup>	V	5,500	A	(1)	5,500	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
Phantom Stock	(2)	09/12/2008		J <sup>(1)</sup>	V		358 <sup>(3)</sup>	(4)	05/26/2014	Common Stock	358	(1)	0	D	
Phantom Stock	(2)	09/12/2008		J <sup>(1)</sup>	V	358 <sup>(3)</sup>		(4)	05/26/2014	Class A Common Stock	358	(1)	358 <sup>(5)</sup>	D	
Phantom Stock	(2)	09/12/2008		J <sup>(1)</sup>	V		701 <sup>(3)</sup>	(4)	01/27/2015	Common Stock	701	(1)	0	D	
Phantom Stock	(2)	09/12/2008		J <sup>(1)</sup>	V	701 <sup>(3)</sup>		(4)	01/27/2015	Class A Common Stock	701	(1)	701 <sup>(5)</sup>	D	
Phantom Stock	(2)	09/12/2008		J <sup>(1)</sup>	V		764 <sup>(3)</sup>	(4)	04/22/2015	Common Stock	764	(1)	0	D	
Phantom Stock	(2)	09/12/2008		J <sup>(1)</sup>	V	764 <sup>(3)</sup>		(4)	04/22/2015	Class A Common Stock	764	(1)	764 <sup>(5)</sup>	D	
Phantom Stock	(2)	09/12/2008		J <sup>(1)</sup>	V		2,730 <sup>(3)</sup>	(4)	01/26/2016	Common Stock	2,730	(1)	0	D	
Phantom Stock	(2)	09/12/2008		J <sup>(1)</sup>	V	2,730 <sup>(3)</sup>		(4)	01/26/2016	Class A Common Stock	2,730	(1)	2,730 <sup>(5)</sup>	D	
Phantom Stock	(2)	09/12/2008		J <sup>(1)</sup>	V		1,078 <sup>(3)</sup>	(4)	01/26/2017	Common Stock	1,078	(1)	0	D	
Phantom Stock	(2)	09/12/2008		J <sup>(1)</sup>	V	1,078 <sup>(3)</sup>		(4)	01/26/2017	Class A Common Stock	1,078	(1)	1,078 <sup>(5)</sup>	D	

**Explanation of Responses:**

- Pursuant to a reclassification exempt under Rule 16b-7 (also under Rule 16b-3(d) and (e)), each share of Common Stock was reclassified into one share of Class A Common Stock.
- 1 for 1 based upon fair market value for Class A Common Stock.
- Acquired in lieu of cash payment and stock grant for director's annual retainer and meeting fees.
- Vests on the earlier of (i) 10 years from the last day of the plan year in which the phantom unit is granted or (ii) the holder's retirement. Payable in cash or common stock at the election of the Board.
- Mr. Bartlett beneficially owns a total of 5,631 phantom shares of various classes.

/s/ William Hutton as power of attorney 09/30/2008

\*\* 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.

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