

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>CARSON LAWRENCE S</u>  (Last) (First) (Middle) 16600 SWINGLEY RIDGE ROAD  (Street) CHESTERFIELD MO 63017  (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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <u>EVP, GFS</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/21/2022	
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	12/21/2022		M		1,979	A	\$78.48	8,685	D	
Common Stock	12/21/2022		M		2,362	A	\$90.06	11,047	D	
Common Stock	12/21/2022		M		2,779	A	\$93.53	13,826	D	
Common Stock	12/21/2022		F		1,351 <sup>(1)</sup>	D	\$143.03	12,475	D	
Common Stock	12/21/2022		F		1,747 <sup>(2)</sup>	D	\$143.03	10,728	D	
Common Stock	12/21/2022		F		2,103 <sup>(3)</sup>	D	\$143.03	8,625	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) 2014	\$78.48	12/21/2022		M		1,979	(4)	03/07/2024		Common Stock	1,979	\$0	0	D	
Stock Appreciation Right (right to purchase) 2015	\$90.06	12/21/2022		M		2,362	(4)	03/06/2025		Common Stock	2,362	\$0	0	D	
Stock Appreciation Right (right to purchase) 2016	\$93.53	12/21/2022		M		2,779	(4)	03/04/2026		Common Stock	2,779	\$0	0	D	

**Explanation of Responses:**

- The reporting person received 628 shares of common stock upon the net exercise of 1,979 stock appreciation rights ("SARs"). A total of 1,351 shares of common stock underlying such SARs were withheld in payment of the exercise price and to satisfy the withholding tax obligation resulting from the exercise.
- The reporting person received 615 shares of common stock upon the net exercise of 2,362 stock appreciation rights ("SARs"). A total of 1,747 shares of common stock underlying such SARs were withheld in payment of the exercise price and to satisfy the withholding tax obligation resulting from the exercise.
- The reporting person received 676 shares of common stock upon the net exercise of 2,779 stock appreciation rights ("SARs"). A total of 2,103 shares of common stock underlying such SARs were withheld in payment of the exercise price and to satisfy the withholding tax obligation resulting from the exercise.
- Stock Appreciation Rights, settled in Common Stock and vested in four equal annual installments of 25%, on December 31 of the first four years after grant date.

**Remarks:**

/s/ William L. Hutton

12/23/2022

\*\* 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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