<u>CO</u>

(Last)

(First)

(Middle)

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 |
|-------------|------|-------|
|-------------|------|-------|

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden

0.5

hours per response:

| 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

|   |                   |                              |                        |         | 01 3   | ecuo  | 11 30(11)  | or the i            | nvesime                            | TIL COI   | прапу Аст           | 01 19 | 40   |  |  |  |                   |     |
|---|-------------------|------------------------------|------------------------|---------|--|---|--|---------------------|------------------------------------|---|---------------------|-------|--|--|--|--|-------------------|-----|
| 1. Name and Address of Reporting Person*  GENERAL AMERICAN LIFE  INSURANCE CO   |                   |                              |                        | RE      | 2. Issuer Name and Ticker or Trading Symbol REINSURANCE GROUP OF AMERICA INC [ RGA ] |   |  |                     |                                    |   |                     |       |  | 5. Relationship of Reporting Person(s) to Issue (Check all applicable)  Director X 10% Owner  Officer (give title below)  Other (spe |  |  | Owner<br>(specify |     |
| (Last)<br>13045 TE  | (Fii<br>ESSON FEI | rst) (<br>RRY ROAD           | Middle)                |         | 09/  | 3. Date of Earliest Transaction (Month/Day/Year) 09/12/2008 |  |                     |                                    |   |                     |       |  |  |  | ,  |                   | ,   |
| (Street)  |                   |                              | 53128                  |         | 4. If Amendment, Date of   |   |  |                     | of Original Filed (Month/Day/Year) |   |                     |       |  |  | 6. Individual or Joint/Group Filing (Check App<br>Line)  Form filed by One Reporting Person  X  Form filed by More than One Reporting Person |  |                   | son |
| (City)  | (St               |                              | Zip)                   | n Davi  |  | <u> </u>  |  |                     |                                    | Dia   |                     | • -   | . Dana   |  | II O   | 1  |                   |     |
| Table I - Non-Deriv  1. Title of Security (Instr. 3)  2. Transa Date (Month/D   |                   |                              | ction 2<br>ay/Year) ii |         | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year)                          |   | 3.<br>Transaction<br>Code (Instr.<br>8)            |                     | 4. Securities Acquired (A)         |   |                     | A) or | 5. A<br>Sec<br>Ben<br>Owr                          | mount of<br>urities<br>eficially<br>ned Following  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)  | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership                |                   |     |
|   |                   |                              |                        |         |  |   | Code   | v                   | Amount                             |   | (A) or<br>(D)       | Price | Trar   | orted<br>saction(s)<br>tr. 3 and 4)  |  | (Instr. 4)   |                   |     |
| Common  | stock, \$0.0      | 1 par value per s            | hare                   | 09/12   | 2/2008   |   |  |                     | J <sup>(1)</sup>                   |   | 32,243,5            | 539   | D  | \$0  |  | 0  | D <sup>(6)</sup>  |     |
| Class A co<br>share   | ommon sto         | ck, \$0.01 par val           | ue per                 | 09/12   | 2/2008   |   |  |                     | J <sup>(1)</sup>                   |   | 32,243,5            | 539   | A  | \$0  | ) 3  | 2,243,539  | D <sup>(6)</sup>  |     |
| Class A co  | ommon sto         | ck, \$0.01 par val           | ue per                 | 09/12   | 2/2008   |   |  |                     | J <sup>(1)</sup>                   |   | 29,243,5            | 539   | D  | \$0  | ) 3  | 3,000,000  | D <sup>(6)</sup>  |     |
| Class B co<br>share   | ommon stoo        | ck, \$0.01 par val           | ue per                 | 09/12   | 2/2008   |   |  |                     | J <sup>(1)</sup>                   |   | 29,243,5            | 539   | A  | \$0  | ) 2  | 9,243,539  | D <sup>(6)</sup>  |     |
| Class B co<br>share   | ommon stoo        | ck, \$0.01 par val           | ue per                 | 09/12   | 2/2008   |   |  |                     | J <sup>(1)(2)</sup>                |   | 29,243,5            | 539   | D  | (4)  |  | 0  | D <sup>(6)</sup>  |     |
| Class B co<br>share   | ommon stoo        | ck, \$0.01 par val           | ue per                 | 09/12   | 2/2008   |   |  |                     | J <sup>(1)(2)</sup>                |   | 29,243,5            | 539   | A  | (4)  | 2  | 9,243,539  | D <sup>(7)</sup>  |     |
| Class B common stock, \$0.01 par value per share  |                   |                              | 09/12                  | 12/2008 |  |   |  | J <sup>(1)(2)</sup> |                                    | 29,243,5  | 539                 | D     | (4)  |  | 0  | <b>D</b> <sup>(7)</sup>  |                   |     |
| Class B common stock, \$0.01 par value per share  |                   |                              |                        | 09/12   | 2/2008   |   |  |                     | J <sup>(1)(2)</sup>                |   | 29,243,539          |       | A  | (4)  | 2  | 9,243,539  | D <sup>(8)</sup>  |     |
| Class B common stock, \$0.01 par value per share 09/13  |                   |                              |                        | 09/12   | 2/2008   |   |  |                     | J <sup>(1)(2)</sup>                |   | 29,243,539 D        |       | D  | (4)  |  | 0  | D <sup>(8)</sup>  |     |
| Class B common stock, \$0.01 par value per share 09/12/.  |                   |                              |                        | 2/2008  | 2008   |   |  | J <sup>(1)(2)</sup> |                                    | 29,243,539 A  |                     | (4)   | 2  | 9,243,539  | D <sup>(9)</sup>   |  |                   |     |
| Class B co<br>share   | ommon stoo        | ck, \$0.01 par val           | ue per                 | 09/12   | 2/2008   |   |  |                     | S <sup>(3)</sup>                   |   | 29,243,5            | 539   | D  | (5)  |  | 0  | D                 |     |
|   |                   | Та                           |                        |         |  |   |  |                     |                                    |   | sed of,<br>onvertib |       |  |  | Owne   | d  |                   |     |
| 1. Title of Derivative Security  (Instr. 3)  2. Conversion or Exercise Price of Derivative Security  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year) |                   | n Date, Transact<br>Code (In |                        | ction   | ion of   |   | 6. Date Exercis<br>Expiration Dat<br>(Month/Day/Ye |                     | sable and                          | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Inst<br>and 4) |                     |       | 8. Price o<br>Derivative<br>Security<br>(Instr. 5) |  | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4)  | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                   |     |
|   |                   |                              |                        |         | Code   | v   | (A)  | (D)                 | Date<br>Exercisa                   |   | Expiration<br>Date  | Title | or<br>Num<br>of                                    |  |  |  |                   |     |
|   |                   | Reporting Person*            | F INSI                 | IRAN    | CF   |   |  |                     |                                    |   |                     |       |  |  |  |  |                   |     |

| 13045 TESSON 1                      | FERRY ROAD             |            |
|-------------------------------------|------------------------|------------|
| (Street)<br>ST. LOUIS               | MO                     | 63128      |
| (City)                              | (State)                | (Zip)      |
| 1. Name and Address                 | s of Reporting Person* |            |
| (Last) 200 PARK AVEN                | (First)                | (Middle)   |
| (Street) NEW YORK                   | NY                     | 10166-0188 |
| (City)                              | (State)                | (Zip)      |
|                                     | (First)                | (Middle)   |
| (Street)<br>NEW YORK                | NY                     | 10166-0188 |
| (City)                              | (State)                | (Zip)      |
|                                     | s of Reporting Person* |            |
| (Last) ONE METLIFE 1 27-01 QUEENS 1 |                        | (Middle)   |
| (Street) LONG ISLAND CITY           | NY                     | 11101      |
| (City)                              | (State)                | (Zip)      |

## Explanation of Responses:

- 1. Pursuant to the terms of the Recapitalization and Distribution Agreement (the "Agreement"), dated June 1, 2008, by and between MetLife, Inc. ("MetLife") and Reinsurance Group of America, Incorporated ("RGA"), each outstanding share of common stock, par value \$0.01 per share ("RGA Shares"), of RGA was reclassified as one share of class A common stock, par value \$0.01 per share ("RGA Class A common stock"), of RGA (the "Recapitalization"). Immediately following the Recapitalization, General American Life Insurance Company, a Missouri life insurance company and indirect wholly-owned subsidiary of MetLife ("GALIC"), exchanged 29,243,539 shares of its RGA class A common stock which represented all of the RGA class A common stock beneficially owned by MetLife other than 3,000,000 shares of RGA class A common stock with RGA for 29,243,539 shares of class B common stock, par value \$0.01 per share ("RGA class B common stock"), of RGA.
- 2. Immediately following the Recapitalzation, GALIC distributed all of the 29,243,539 shares of RGA class B common stock to GenAmerica Financial, LLC, a Missouri limited liability company and indirect wholly-owned subsidiary of MetLife ("GenAm"), which in turn distributed all of such shares to Metropolitan Life Insurance Company, a New York stock life insurance company and direct wholly-owned subsidiary of MetLife ("MLIC"), which in turn distributed all of such shares to MetLife (the "Transfer"). Shares of RGA class A common stock that continue to be beneficially owned by MetLife are held by GALIC.
- GALIC.

  3. Pursuant to the terms of the Agreement, immediately following the Recapitalization, MetLife disposed of 29,243,539 shares of RGA class B common stock in a registered exchange offer to its stockholders (the "Split-Off"). The final exchange ratio was 1 share of common stock, par value \$0.01 per share ("MetLife common stock"), of MetLife for 1.2663 shares of RGA class B common stock. As a result of the Split-Off, MetLife no longer beneficially owns any shares of RGA class B common stock.
- 4. No consideration was paid or received as shares were transferred by means of dividend or distribution (see Footnote 1).
- 5. The final exchange ratio was 1 share of MetLife common stock for 1.2663 shares of RGA class B common stock.
- 6. These shares were directly owned by GALIC.
- 7. These shares were directly owned by GenAm.
- 8. These shares were directly owned by MLIC.
- 9. Immediately following the Recapitalization and the Transfer, but immediately prior to the Split-Off, these shares were directly owned by MetLife.

| 3  |            |
|--|------------|
| General American Life Insurance Company, By: /s/ Eric T. Steigerwalt, Senior Vice President & Treasurer      | 09/16/2008 |
| MetLife, Inc., By: /s/ Eric T.<br>Steigerwalt, Senior Vice<br>President & Treasurer                          | 09/16/2008 |
| Metropolitan Life Insurance<br>Company, By: /s/ Eric T.<br>Steigerwalt, Senior Vice<br>President & Treasurer | 09/16/2008 |
| GenAmerica Financial, LLC, By: Metropolitan Life Insurance Company, its                                      | 09/16/2008 |

member; /s/ Eric T. Steigerwalt, Senior Vice President & Treasurer

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.