SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person* Hayden John W. (Last) (First) (Middle) 16600 SWINGLEY RIDGE ROAD (Street) CHESTERFIELD MO 63017 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol REINSURANCE GROUP OF AMERICA INC [RGA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2024	Director 10% Owner X Officer (give title below) Other (specify below) EVP, Controller
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

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			

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	Amount or Number of Shares				
Stock Appreciation Right (right to purchase) 2024	$185.28	03/15/2024		A		1,017		(1)	03/15/2034	Common Stock	1,017	$185.28	1,017	D	
Restricted Share Unit - March 2024	$185.28	03/15/2024		A		373		12/31/2026	(1)	Common Stock	373	$185.28	373	D	

Explanation of Responses:

1. Stock appreciation rights and restricted share units settle in Common Stock, vest in 33 and 1/3% increments over three years, and fully vest on December 31, 2026.

Remarks:

/s/ William L. Hutton, by Power of Attorney   03/19/2024

** Signature of Reporting Person   Date