

Edgar Filing: EASON J CLIFF - Form 4

EASON J CLIFF
Form 4
January 31, 2003

FORM 4

OMB APPROVAL

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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,
Section 17(a) of the Public Utility Holding Company Act of 1935 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).

(Print or Type Responses)

=====

1. Name and Address of Reporting Person*

Eason J. Cliff

(Last) (First) (Middle)

1370 Timberlake Manor Parkway

(Street)

Chesterfield MO 63017

(City) (State) (Zip)

=====

2. Issuer Name AND Ticker or Trading Symbol

Reinsurance Group of America, Inc. (RGA)
=====

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

=====

4. Statement for Month/Day/Year

01/29/2003
=====

5. If Amendment, Date of Original (Month/Day/Year)

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6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

- [X] Director [] 10% Owner
[] Officer (give title below) [] Other (specify below)

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Director

7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

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)		Price
			Code	V	Amount	(A) or (D)	

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative	2. Conver- sion or Exer- cise Price of Deriv- ative	3. Trans- action Date (Month/ Day/Year)	3A. Deemed Execu- tion Date, if any (Month/ Day/Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number
							Expiration Date	

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Security (Instr. 3)	Secu- rity	Day/ Year)	Day/ Year)	----- Code V	----- (A)	(D)	Exer- cisable	tion Date	Title	of Shares
Stock Options (Right to buy)	\$27.29	01/29/03		A	3,000		01/29/04	01/29/13	Common Stock	3,000
Phantom Stock	(1) 1-for-1	01/29/03		A	(2) 879		(3)	(3)	Common Stock	879

Explanation of Responses:

- (1) 1 for 1 based upon fair market value of Common Stock.
- (2) Acquired in lieu of cash payment and stock grant for director's annual retainer fee.
- (3) 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.
- (4) Represents number of securities beneficially owned as of January 29, 2003.

/s/ William L. Hutton

January 31, 2003

**Signature of Reporting Person

Date

By: William L. Hutton, Attorney-in-fact
Eason, J. Cliff
1370 Timberlake Manor Parkway

Chesterfield MO 63017
Reinsurance Group of America, Inc. (RGA)
01/2003

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