

REINSURANCE GROUP OF AMERICA INC
 Form 4
 August 11, 2016

FORM 4

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LAY JACK B

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)

(Last) (First) (Middle)
16600 SWINGLEY RIDGE ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2016

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
SEVP

CHESTERFIELD, MO 63017

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/09/2016		M		13,743 A \$ 47.1	D	
Common Stock	08/09/2016		M		12,489 A \$ 59.74	D	
Common Stock	08/09/2016		S		23,743 (1) D \$ 100.8	D	
Common Stock	08/09/2016		D		9,633 (2) D \$ 101.86	D	

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

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- Represents (i) 7,325 shares sold to pay the exercise price the purchase of common stock, and (ii) 2,308 shares withheld to satisfy
- (2) Company tax withholding obligations. The difference between the number of SARs exercised (12,489) and the number of shares withheld to pay exercise price and taxes (9,633) results in a net settlement of 2856 shares.

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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