

Cochran Scott D.  
Form 3  
February 29, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 \*  
 Â Cochran Scott D.  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 02/28/2012

3. Issuer Name and Ticker or Trading Symbol  
 REINSURANCE GROUP OF AMERICA INC [RGA]

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

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

C/O REINSURANCE GROUP OF AMERICA, INC., Â 1370  
 TIMBERLAKE MANOR PARKWAY  
 (Street)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
 \_\_X\_\_ Officer \_\_\_\_ Other  
 (give title below) (specify below)  
 EVP

CHESTERFIELD, Â MO Â 63017  
 (City) (State) (Zip)

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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	5,500	D	Â

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

SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
---	---	--	---------------------------	----------------------	--

Edgar Filing: Cochran Scott D. - Form 3

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Option (right to purchase) 2010	12/31/2011 <sup>(2)</sup>	02/19/2020	Common Stock	7,174	\$ 47.1	D	Â
Stock Option (right to purchase) 2008	12/31/2009 <sup>(2)</sup>	02/20/2018	Common Stock	3,941	\$ 56.03	D	Â
Stock Appreciation Right (right to purchase) 2012	Â <sup>(1)</sup>	02/28/2022	Common Stock	10,563	\$ 56.65	D	Â
Stock Option (right to purchase) 2009	12/31/2010 <sup>(2)</sup>	02/18/2019	Common Stock	6,116	\$ 32.2	D	Â
Stock Appreciation Right (right to purchase) 2011	12/31/2011 <sup>(1)</sup>	02/22/2021	Common Stock	8,326	\$ 59.74	D	Â
Stock Option (right to purchase) 2007	12/31/2008 <sup>(2)</sup>	02/20/2017	Common Stock	2,981	\$ 59.63	D	Â
Stock Option (right to purchase) 2006	12/31/2007 <sup>(2)</sup>	02/21/2016	Common Stock	1,864	\$ 47.48	D	Â
Stock Option (right to purchase) 2005	12/31/2006 <sup>(2)</sup>	01/27/2015	Common Stock	1,886	\$ 47.47	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cochran Scott D. C/O REINSURANCE GROUP OF AMERICA, INC. 1370 TIMBERLAKE MANOR PARKWAY CHESTERFIELD, MO 63017	Â	Â	Â EVP	Â

## Signatures

/s/ William L. Hutton, as Attorney-in-Fact for Scott D. Cochran

02/29/2012

    \*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) SARS grants vest in four equal annual installments of 25%, on December 31 of the first four years after grant date.
- (2) Options vest and become exercisable in four equal annual installments of 25%, on December 31 of the second, third, fourth and fifth years after grant date.

Â

**Remarks:**

AttachedÂ ExhibitÂ 24Â -Â PowerÂ ofÂ AttorneyÂ forÂ ScottÂ D.Â Cochran

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.