

REINSURANCE GROUP OF AMERICA INC

Form 4

May 18, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

1370 TIMBERLAKE MANOR
PARKWAY

3. Date of Earliest Transaction

(Month/Day/Year)

05/17/2007

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

Senior EVP & CFO

(Street)

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

CHESTERFIELD, MO 63017

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/17/2007		M	19,287 A	\$ 29.8125 49,574	D	
Common Stock	05/17/2007		M	19,195 A	\$ 31.91 68,769	D	
Common Stock	05/17/2007		S	38,482 D	\$ 63.0372 30,287	D	

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

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information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right to purchase)	\$ 29.8125	05/17/2007		M	19,287	01/01/2006 ⁽¹⁾ 01/01/2011	Common Stock	19,287
Stock Option (right to purchase)	\$ 31.91	05/17/2007		M	19,195	01/01/2007 ⁽²⁾ 01/01/2012	Common Stock	19,195

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LAY JACK B
1370 TIMBERLAKE MANOR PARKWAY
CHESTERFIELD, MO 63017

Senior EVP & CFO

Signatures

William Hutton, by power of attorney

05/18/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The options were granted Jan. 1, 2001 and vested in equal annual installments of 20% on December 31, 2001, 2002, 2003, 2004 and 2005.

(2) The options were granted Jan. 1, 2002 and vested in equal annual installments of 20% on December 31, 2002, 2003, 2004, 2005 and 2006.

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.