

Neemeh Alain
Form 4
August 03, 2017

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 *
Neemeh Alain

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)
08/01/2017

____ 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)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	08/01/2017		M		8,326 A \$ 59.74	45,022	D
Common Stock	08/01/2017		M		10,563 A \$ 56.65	55,585	D
Common Stock	08/01/2017		M		11,426 A \$ 58.77	67,011	D
Common Stock	08/01/2017		D		6,087 (1) D \$ 140.9	60,924	D
Common Stock	08/01/2017		D		7,615 (2) D \$ 140.9	53,309	D

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Common Stock 08/01/2017 D 8,317⁽³⁾ D \$ 140.9 44,992 D

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

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(9-02)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Right (right to purchase) 2011	\$ 59.74	08/01/2017		M	8,326	12/31/2011 02/22/2021	Common Stock	8,326
Stock Appreciation Right (right to purchase) 2012	\$ 56.65	08/01/2017		M	10,563	12/31/2012 02/28/2022	Common Stock	10,563
Stock Appreciation Right (right to purchase) 2013	\$ 58.77	08/01/2017		M	11,426	12/31/2013 02/21/2023	Common Stock	11,426

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Neemeh Alain 16600 SWINGLEY RIDGE ROAD CHESTERFIELD, MO 63017			SEVP	

Signatures

William Hutton, by power of
attorney

08/03/2017

__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).

Represents (i) 3530 shares withheld to cover the exercise price for the purchase of common stock, and (ii) 2557 shares withheld to satisfy
(1) Company tax withholding obligations. The difference between the number of SARs exercised (8326) and the number of shares withheld to pay exercise price and taxes (6087) results in a net settlement of 2239 shares.

Represents (i) 4247 shares withheld to cover the exercise price for the purchase of common stock, and (ii) 3368 shares withheld to satisfy
(2) Company tax withholding obligations. The difference between the number of SARs exercised (10563) and the number of shares withheld to pay exercise price and taxes (7615) results in a net settlement of 2948 shares.

Represents (i) 4766 shares withheld to cover the exercise price for the purchase of common stock, and (ii) 3551 shares withheld to satisfy
(3) Company tax withholding obligations. The difference between the number of SARs exercised (11426) and the number of shares withheld to pay exercise price and taxes (8317) results in a net settlement of 3109 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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