

Neemeh Alain
Form 4/A
May 06, 2010

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
1370 TIMBERLAKE MANOR
PARKWAY

3. Date of Earliest Transaction
(Month/Day/Year)
04/30/2010

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
President & CEO - RGA Canada

(Street)
CHESTERFIELD, MO 63017

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/03/2010

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	(A) or (D)	Price		
Common Stock	04/30/2010		M		6,994 <u>(1)</u>	A	\$ 27.29	26,591	D
Common Stock	04/30/2010		M		3,247	A	\$ 29.8125	14,181	D
Common Stock	04/30/2010		M		5,416	A	\$ 31.91	19,597	D
Common Stock	04/30/2010		S		12,357	D	\$ 52.0683	14,234	D

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

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SEC 1474
(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 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to purchase)	\$ 29.8125	04/30/2010		M	3,247	12/31/2005 01/01/2011	Common Stock 3,247
Stock Option (right to purchase)	\$ 31.91	04/30/2010		M	5,416	12/31/2006 01/01/2012	Common Stock 5,416
Stock Option (right to purchase)	\$ 27.29	04/30/2010		M	6,994	12/31/2007 01/29/2013	Common Stock 6,994

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Neemeh Alain
1370 TIMBERLAKE MANOR PARKWAY
CHESTERFIELD, MO 63017

President & CEO - RGA Canada

Signatures

William Hutton, by power of attorney

05/06/2010

__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) Form 4 is amended to correct strike price to \$27.29 (erroneously reported as \$6,994 in original filing).

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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