

Neemeh Alain
Form 4/A
May 06, 2010

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)
1370 TIMBERLAKE MANOR PARKWAY
(Street)

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

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

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	04/30/2010		M	(1)	\$ 27.29	26,591	D
Common Stock	04/30/2010		M		\$ 29.8125	14,181	D
Common Stock	04/30/2010		M		\$ 31.91	19,597	D
Common Stock	04/30/2010		S		\$ 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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(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 Securities (Instr. 3 and 4)	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.

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.