

Edgar Filing: HENDERSON ALAN C - Form 4

HENDERSON ALAN C
Form 4
January 31, 2003

FORM 4

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden
hours per response 0.5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

[] Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

(Print or Type Responses)

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1. Name and Address of Reporting Person*

Henderson Alan C.

(Last) (First) (Middle)

1370 Timberlake Manor Parkway

(Street)

Chesterfield Missouri 63017

(City) (State) (Zip)

=====

2. Issuer Name AND Ticker or Trading Symbol

Reinsurance Group of America, Inc. (RGA)
=====

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

=====

4. Statement for Month/Day/Year

01/29/2003
=====

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

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

- [X] Director [] 10% Owner
[] Officer (give title below) [] Other (specify below)

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Director

7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

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)		Price	
			Code	V	Amount	(A) or (D)		
Common Stock	01/29/03		A		(1)	440	A	\$27.29

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative	2. Conversion or Exercise Price of Deriv- ative	3. Trans- action Date (Month/ Day/Year)	3A. Deemed Execu- tion Date, if any (Month/ Day/Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number
						Expirable	Expira-	

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Security (Instr. 3)	Secu- rity	Day/ Year)	Day/ Year)	----- Code V	----- (A)	(D)	Exer- cisable	tion Date	Title	of Shares
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Stock Options (Right to buy)	\$27.29	01/29/03		A	3,000		01/29/04	01/29/13	Common Stock	3,000
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Explanation of Responses:

- (1) Acquired as payment of the stock portion of director's annual retainer fee.
- (2) Represents number of securities beneficially owned as of January 29, 2003.

/s/ William L. Hutton

January 31, 2003

**Signature of Reporting Person

Date

By: William L. Hutton, Attorney-in-fact
Henderson, Alan C.
1370 Timberlake Manor Parkway

Chesterfield MO 63017
Reinsurance Group of America, Inc. (RGA)
01/2003

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