**EASON J CLIFF** Form 4 January 27, 2006

### 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

**PARKWAY** 

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \*

(First)

CHESTERFIELD, MO 63017

(State)

**EASON J CLIFF** Symbol

> REINSURANCE GROUP OF AMERICA INC [RGA]

2. Issuer Name and Ticker or Trading

(Month/Day/Year) 1370 TIMBERLAKE MANOR 01/26/2006

(Middle)

(Zip)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

3.

Code

(Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of

Issuer

below)

X\_ Director

Applicable Line)

Officer (give title

Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (I) (Instr. 4)

Indirect (D) or Indirect Beneficial Ownership

7. Nature of

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

Estimated average

burden hours per

(Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

4. Securities

Disposed of (D)

(Instr. 3, 4 and 5)

TransactionAcquired (A) or

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Conversion

5. Number

6. Date Exercisable and

7. Title and Amount of 8. Price Underlying Securities Deriva

1

#### Edgar Filing: EASON J CLIFF - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	•	any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Securi (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0 (1)	01/26/2006		A		1,500 (2)		(3)	(3)	Common Stock	1,500	\$ 47

## **Reporting Owners**

Relationships

EASON J CLIFF

1370 TIMBEDI AVE MANOR DAD

1370 TIMBERLAKE MANOR PARKWAY X

CHESTERFIELD, MO 63017

# **Signatures**

William L. Hutton, by Power of Attorney 01/27/2006

\*\*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) 1 for 1 based upon fair market value of Common Stock.
- (2) Acquired in lieu of cash payment and stock grant for director's annual retainer and meeting fees.
- (3) Vests on the earlier of (i) 10 years from the last of the plan year in which the phantom unit is granted, or (ii) the holder's retirement. Payable in cash or common stock, at the election of the Board.

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.

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