PORTER JONATHAN Form 4/A March 14, 2019

FORM 4

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

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Check this box

Form 5 obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

PORTER JONATHAN

(First)

16600 SWINGLEY RIDGE RD

(Street)

2. Issuer Name and Ticker or Trading

Symbol

REINSURANCE GROUP OF AMERICA INC [RGA]

3. Date of Earliest Transaction

(Month/Day/Year) 03/02/2018

4. If Amendment, Date Original

Filed(Month/Day/Year) 03/08/2018

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify

Officer (give title below) below)

EVP, Global Chief Risk Officer

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

X 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

CHESTERFIELD, MO 63017

(City) 1. Title of 2. Transaction Date 2A. Deemed

(State) (Zip)

(Month/Day/Year)

(Month/Day/Year)

(Middle)

Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following

Reported

Transaction(s) (Instr. 3 and 4)

6. Ownership Form: Direct (T)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(Instr. 4)

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

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number Transaction Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

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Price of (Month/Day/Year) (Instr. 8) Acquired (Instr. 3) Derivative (A) or Security Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amou Exercisable Date or Numb of Shares

Non-Qualified

Stock Options \$ 150.87 03/02/2018 A 1,905 (2) 03/02/2028 Common Stock 1,90

2018 (1)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PORTER JONATHAN 16600 SWINGLEY RIDGE RD CHESTERFIELD, MO 63017

EVP, Global Chief Risk Officer

Signatures

William L. 03/14/2019 Hutton

**Signature of Date Reporting Person

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) This filing is being amended to change the name of the derivative security from Stock Appreciation Rights to Non-Qualified Stock Options. This change applies only to Canadian participants.
- (2) Non-Qualified Stock Option grants on March 2, 2018 vest in 25% increments on each of December 31, 2018, 2019, 2020 and 2021.

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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