

SHERMAN JAMES E

Form 4

February 03, 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
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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHERMAN JAMES E

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)
02/03/2006

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP, General Counsel and Secy.

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

CHESTERFIELD, MO 63017

(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	02/03/2006		M		1,691	A	\$ 29.1825	5,529	D
Common Stock	02/03/2006		M		1,659	A	\$ 31.91	7,188	D
Common Stock	02/03/2006		M		2,038	A	\$ 27.29	9,226	D
Common Stock	02/03/2006		M		1,825	A	\$ 39.61	11,051	D
Common Stock	02/03/2006		S		5,968	D	\$ 47.65	5,083	D

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	\$ 29.8125	02/03/2006		M		1,691		01/01/2006	01/01/2011	Common Stock	1,691
Common Stock	\$ 31.91	02/03/2006		M		1,659		01/01/2006	01/01/2012	Common Stock	1,659
Common Stock	\$ 27.29	02/03/2006		M		2,038		01/01/2006	01/01/2013	Common Stock	2,038
Common Stock	\$ 39.61	02/03/2006		M		1,825		01/01/2006	01/01/2014	Common Stock	1,825

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHERMAN JAMES E
1370 TIMBERLAKE MANOR PARKWAY
CHESTERFIELD, MO 63017

EVP,
General
Counsel and
Secy.

Signatures

William L. Hutton, by power of
attorney

02/03/2006

**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).

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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