

REINSURANCE GROUP OF AMERICA INC  
 Form 4  
 January 24, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 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  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/23/2008

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below) EVP & General Counsel  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

CHESTERFIELD, MO 63017

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

(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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
			Code	V	Amount (D)	Price	
Common Stock	01/23/2008		A		3,718 (1)	\$ 50.22	11,235 D

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

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SEC 1474 (9-02)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## 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	

## Signatures

William Hutton, by power of attorney  
 Date: 01/24/2008

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) Acquired pursuant to award of performance contingent restricted stock granted in 2005.

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. each of the foregoing persons. GSI is deemed to have beneficial ownership of the Securities beneficially owned by Gabelli & Company. GBL and Gabelli Partners are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli and the Foundation. (b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) GAMCO does not have the authority to vote 40,000 of the reported shares, (ii) Gabelli Funds has sole dispositive and voting power with respect to the shares of the Issuer held by the Funds so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Issuer and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's shares, (iii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iv) the power of Mario Gabelli, GBL, and Gabelli Partners is indirect with respect to Securities beneficially owned directly by other Reporting Persons. (c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and

incorporated herein by reference. (e) Not applicable. Signature After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. Dated: December 23, 2003 MARIO J. GABELLI MJG ASSOCIATES, INC. By:/s/ James E. McKee James E. McKee Attorney-in-Fact GABELLI FUNDS, LLC GABELLI GROUP CAPITAL PARTNERS, INC. GABELLI ASSET MANAGEMENT INC. By:/s/ James E. McKee James E. McKee Secretary GAMCO INVESTORS, INC. By:/s/ Douglas R. Jamieson Douglas R. Jamieson Executive Vice President SCHEDULE I Information with Respect to Executive Officers and Directors of the Undersigned Schedule I to Schedule 13D is amended, in pertinent part, as follows: The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is Gabelli Group Capital Partners, Inc., Gabelli Asset Management Inc., Gabelli Funds, LLC, Gabelli & Company, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) of this Schedule 13D. Gabelli Group Capital Partners, Inc. Directors: Mario J. Gabelli Chief Executive Officer and Chief Investment Officer of Gabelli Group Capital Partners, Inc., Gabelli Asset Management Inc., and GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC; Chief Executive Officer of Lynch Interactive Corporation; Vice Chairman of Lynch Corporation. Charles C. Baum Chairman and Director of The Morgan Group, Inc.; Secretary & Treasurer United Holdings Co., Inc. 2545 Wilkens Avenue Baltimore, MD 21223 Frederic V. Salerno Chairman Lynch Interactive Corporation Arnold M. Reichman Business Consultant Marc J. Gabelli President Matthew R. Gabelli Vice President - Trading Gabelli & Company, Inc. One Corporate Center Rye, New York 10580 Officers: Mario J. Gabelli Marc J. Gabelli Chairman, Chief Executive Officer and Chief Investment Officer President Henry Kiernan Vice President, Chief Financial Officer James E. McKee Vice President, General Counsel and Secretary Gabelli Asset Management Inc. Directors: Raymond C. Avansino, Jr. Chairman E.L. Wiegand Foundation 165 West Liberty Street Reno, NV 89501 Mario J. Gabelli See above Paul B. Guenther Chairman New York Philharmonic 10 Lincoln Center Plaza New York, NY 10023 John C. Ferrara Business Consultant Dr. Eamon M. Kelly Professor Payson Center for International Development Technology Transfer Tulane University 300 Gibson Hall 6823 St. Charles Avenue New Orleans, LA 70118 Karl Otto Pohl (1) Sal. Oppenheim jr. & Cie. Bockenheimer Landstrasse 20 D-6000 FRANKFURT AM MAIN Germany Officers: Mario J. Gabelli Chairman, Chief Executive Officer and Chief Investment Officer James E. McKee Vice President, General Counsel and Secretary GAMCO Investors, Inc. Directors: Douglas R. Jamieson Joseph R. Rindler, Jr. Regina M. Pitaro F. William Scholz, II William S. Selby Officers: Mario J. Gabelli Chief Executive Officer and Chief Investment Officer Joseph R. Rindler, Jr. Chairman Douglas R. Jamieson Executive Vice President and Chief Operating Officer James E. McKee Vice President, General Counsel and Secretary Gabelli Funds, LLC Officers: Mario J. Gabelli Chief Investment Officer Bruce N. Alpert Executive Vice President and Chief Operating Officer James E. McKee Secretary Gabelli Advisers, Inc. Directors: Bruce N. Alpert John D. Gabelli Joseph R. Rindler, Jr. Officers: Bruce N. Alpert Chief Operating Officer James E. McKee Secretary Gabelli Securities, Inc. Directors: Robert W. Blake President of W. R. Blake & Sons, Inc. 196-20 Northern Boulevard Flushing, NY 11358 Douglas G. DeVivo General Partner of ALCE Partners, L.P. One First Street, Suite 16 Los Altos, CA 94022 Joseph R. Rindler, Jr. See above Officers: James E. McKee Secretary Gabelli & Company, Inc. Directors: James G. Webster, III Chairman & Interim President Irene Smolicz Senior Trader Gabelli & Company, Inc. Officers: James G. Webster, III Chairman & Interim President Bruce N. Alpert Vice President - Mutual Funds Walter K. Walsh Compliance Officer James E. McKee Secretary Lynch Corporation, 50 Kennedy Plaza, Suite 1250, Providence, RI 02903 Directors: Mario J. Gabelli See above - Gabelli Group Capital Partners, Inc. Marc J. Gabelli E. Val Cerutti See above - Gabelli Group Capital Partners, Inc. Business Consultant, Cerutti Consultants 227 McLain Street Mount Kisco, NY 10540 Avrum Gray Ralph R. Papitto Richard E. McGrail Raymond H. Keller Anthony R. Pustorino Gbar Limited Partnership 440 South LaSalle, Suite 2900 Chicago, IL 60605 Chairman and Chief Executive Officer President and Chief Operations Officer Vice President and Chief

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Financial Officer Professor Emeritus Pace University 1 Martine Avenue White Plains, NY 10606 Officers: Ralph R. Papitto See above Mario J. Gabelli Vice Chairman Richard E. McGrail See above Raymond H. Keller See above Lynch Interactive Corporation, 401 Theodore Fremd Avenue Rye, NY 10580 Directors: Paul J. Evanson President Allegheny Energy, Inc. 10435 Downsview Pike Hagerstown, MD 21740 Mario J. Gabelli Marc J. Gabelli See above - Gabelli Group Capital Partners, Inc. See above - Gabelli Group Capital Partners, Inc. Salvatore Muoio Principal S. Muoio & Co., LLC Suite 406 509 Madison Ave. New York, NY 10022 John C. Ferrara See above David C. Mitchell Business Consultant c/o Lynch Interactive Corporation 401 Theodore Fremd Ave. Rye, NY 10580 Vincent S. Tese Lawyer, Investment Adviser and Cable Television Executive c/o Bear Stearns & Company, Inc. 245 Park Avenue, 19th Floor New York, NY 10167 Frederic V. Salerno Chairman Officers: Mario J. Gabelli Vice Chairman and Chief Executive Officer Robert E. Dolan Chief Financial Officer John Fikre Vice President - Corporate Development, General Counsel, and Secretary (1) Citizen of Germany 1 1