

GREENBAUM STUART I
Form 4
January 31, 2003

FORM 4

OMB APPROVAL

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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*

Greenbaum Stuart I.

(Last) (First) (Middle)
Washington University - Simon Hall - Rm. 200

(Street)

St. Louis MO 63130-4899

(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)

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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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| Security (Instr. 3) | Secu- rity | Day/ Year) | Day/ Year) | ----- Code V | ----- (A) | ----- (D) | Exer- cisable | tion Date | Title | of Shares |
|---------------------------------|----------------|---------------|---------------|-----------------|--------------|--------------|------------------|--------------|-----------------|--------------|
| Stock Options (Right to buy) | \$27.29 | 01/29/03 | | A | 3,000 | | 01/29/04 | 01/29/13 | Common Stock | 3,000 |
| Phantom Stock | (1) 1-for-1 | 01/29/03 | | A | (2) 879 | | (3) | (3) | Common Stock | 879 |

Explanation of Responses:

- (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 fee.
- (3) Vests on the earlier of (i) 10 years from the last day 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.
- (4) 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
Greenbaum, Stuart I.
Washington University - Simon Hall - Rm. 200

St. Louis MO 63130-4899
Reinsurance Group of America, Inc. (RGA)
01/2003

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