

Edgar Filing: LAY JACK B - Form 4

LAY JACK B  
Form 4  
January 31, 2003

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FORM 4  
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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)

=====

1. Name and Address of Reporting Person\*

Lay Jack B.  
-----  
(Last) (First) (Middle)

1370 Timberlake Manor Parkway  
-----  
(Street)

Chesterfield Missouri 63017  
-----  
(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)

=====

4. Statement for Month/Day/Year

01/29/2003  
=====

5. If Amendment, Date of Original (Month/Day/Year)

=====

6. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

[ ] Director [ ] 10% Owner  
[ X ] Officer (give title below) [ ] Other (specify below)

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Exec. Vice President & CFO

7. 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

| 1.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction<br>Date<br>(Month/<br>Day/Year) | 2A.<br>Deemed<br>Execution<br>Date, if any<br>(Month/<br>Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8)<br>-----<br>Code V | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |       |
|---------------------------------------|---|--|--|--|------------------|-------|
|                                       |   |  |  | Amount   | (A)<br>or<br>(D) | Price |
|                                       |   |  |  |  |                  |       |
|                                       |   |  |  |  |                  |       |
|                                       |   |  |  |  |                  |       |
|                                       |   |  |  |  |                  |       |

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

| 1.<br>Title of<br>Derivative | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative | 3.<br>Trans-<br>action<br>Date<br>(Month/<br>Day/Year) | 3A.<br>Deemed<br>Execu-<br>tion<br>Date, if any<br>(Month/<br>Day/Year) | 4.<br>Trans-<br>action<br>Code<br>(Instr. 8) | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5) | 6.<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>-----<br>Date Expira- |  | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number |
|------------------------------|--|--|---|--|--|---|--|--|
|                              |  |  |   |  |  |   |  |  |
|                              |  |  |   |  |  |   |  |  |
|                              |  |  |   |  |  |   |  |  |
|                              |  |  |   |  |  |   |  |  |
|                              |  |  |   |  |  |   |  |  |

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| Security<br>(Instr. 3) | Secu-<br>rity | Day/<br>Year) | Day/<br>Year) | -----<br>Code V | -----<br>(A) | (D) | Exer-<br>cisable | tion<br>Date | Title | of<br>Shares |
|------------------------|---------------|---------------|---------------|-----------------|--------------|-----|------------------|--------------|-------|--------------|
|------------------------|---------------|---------------|---------------|-----------------|--------------|-----|------------------|--------------|-------|--------------|

|                                 |         |          |  |   |        |  |     |          |                 |        |
|---------------------------------|---------|----------|--|---|--------|--|-----|----------|-----------------|--------|
| Stock Options<br>(Right to buy) | \$27.29 | 01/29/03 |  | A | 27,025 |  | (1) | 01/29/13 | Common<br>Stock | 27,025 |
|---------------------------------|---------|----------|--|---|--------|--|-----|----------|-----------------|--------|

Explanation of Responses:

(1) Vests in five (5) equal annual installments beginning on the first anniversary of the date of grant specified in column 3.

/s/ William L. Hutton

January 31, 2003

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\*\*Signature of Reporting Person

-----  
Date

By: William L. Hutton, Attorney-in-fact  
Lay, Jack B.  
1370 Timberlake Manor Parkway

Chesterfield MO 63017  
Reinsurance Group of America, Inc. (RGA)  
01/2003

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