

Edgar Filing: EASON J CLIFF - Form 4

EASON J CLIFF
Form 4
November 27, 2002

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)

=====

1. Name and Address of Reporting Person*

Eason J. Cliff

(Last) (First) (Middle)

102 Winding Way

(Street)

San Antonio, Texas 78232

(City) (State) (Zip)

=====

2. Issuer Name AND Ticker or Trading Symbol

Reinsurance Group of America, Incorporated (NYSE:RGA)
=====

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

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4. Statement for Month/Day/Year

11/26/02
=====

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

=====

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

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. 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) ----- Code V | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | Price |
|---------------------------------------|---|--|--|--|------------------|-------|
| | | | | Amount | (A) or (D) | |
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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 | 2. Conver- sion or Exer- cise Price of Deriv- ative | 3. Trans- action Date (Month/ Day/Year) | 3A. Deemed Execu- tion Date, if any (Month/ Day/Year) | 4. Trans- action Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number |
|------------------------------|--|--|---|--|--|---|--|--|
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| Security (Instr. 3) | Secu- rity | Day/ Year) | Day/ Year) | ----- Code V | ----- (A) | (D) | Exer- cisable | tion Date | Title | of Shares |
|---|---------------|---------------|---------------|-----------------|--------------|-----|------------------|--------------|-----------------|--------------|
| Phantom Stock Dividend Equivalent Right | 1-for-1 | (1) | | A | 22.3 | | (1) | (1) | Common Stock | 22.3 |

Explanation of Responses:

(1) Acquired on dividend payment date November 26, 2002. Rights become vested and expire proportionately with the performance shares to which they relate.

/s/ William L. Hutton

November 27, 2002

**Signature of Reporting Person
Attorney-in-fact

Date

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