

WATSON GRAHAM S  
Form 4  
March 06, 2003

-----  
FORM 4  
-----

-----  
OMB APPROVAL  
-----

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden  
hours per response ..... 0.5  
-----

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\*

|                               |          |            |
|-------------------------------|----------|------------|
| Watson                        | Graham   | S.         |
| -----                         | -----    | -----      |
| (Last)                        | (First)  | (Middle)   |
| 1370 Timberlake Manor Parkway |          |            |
| -----                         |          |            |
| (Street)                      |          |            |
| -----                         |          |            |
| Chesterfield                  | Missouri | 63017-6039 |
| -----                         | -----    | -----      |
| (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)

=====

4. Statement for Month/Day/Year

03/04/03

=====

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

=====

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

- |  |  |
|--|--|
| <input type="checkbox"/> Director                              | <input type="checkbox"/> 10% Owner             |
| <input checked="" type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |

**Edgar Filing: WATSON GRAHAM S - Form 4**

Executive Vice President and Chief Marketing Officer  
-----

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) |   | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  | Price |
|---------------------------------------|---|--|---|---|--|------------------|-------|
|                                       |   |  | Code                                    | V | Amount   | (A)<br>or<br>(D) |       |
|                                       |   |  |   |   |  |                  |       |
|                                       |   |  |   |   |  |                  |       |
|                                       |   |  |   |   |  |                  |       |
|                                       |   |  |   |   |  |                  |       |
|                                       |   |  |   |   |  |                  |       |
|                                       |   |  |   |   |  |                  |       |

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) |         | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number |
|------------------------------|--|--|---|--|--|--|---------|--|
|                              |  |  |   |  |  | Date   | Expira- |  |
|                              |  |  |   |  |  |  |         |  |
|                              |  |  |   |  |  |  |         |  |
|                              |  |  |   |  |  |  |         |  |
|                              |  |  |   |  |  |  |         |  |
|                              |  |  |   |  |  |  |         |  |
|                              |  |  |   |  |  |  |         |  |

**Edgar Filing: WATSON GRAHAM S - Form 4**

| 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 |
|------------------------|---------------|---------------|---------------|-----------------|--------------|-----|------------------|--------------|-----------------|--------------|
| Performance<br>Share   | 1-for-1       | 03/04/03      |               | A               | 1,667.3      |     | (1)              | (1)          | Common<br>Stock | 1,667.3      |

**Explanation of Responses:**

(1) Vests in 1/3 increments on each of December 31, 2003, 2004, and 2005; exercisable in limited circumstances set forth in the registrant's Executive Performance Share Plan.

/s/ William L. Hutton, Attorney-in-fact

March 5, 2003

-----  
\*\*Signature of Reporting Person

-----  
Date

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