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HENDERSON ALAN C
Form 4
January 03, 2003

FORM 4

OMB APPROVAL

OMB Number: 3235-0287
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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*

Henderson Alan C.

(Last) (First) (Middle)

RehabCare Group, Inc.-7733 Forsyth Blvd., Suite 1700

(Street)

St. Louis Missouri 63105

(City) (State) (Zip)

=====

2. Issuer Name AND Ticker or Trading Symbol

Reinsurance Group of America, Incorporated (NYSE:RGA)
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3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

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4. Statement for Month/Day/Year

12/31/02
=====

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
- [] Officer (give title below)
- [] 10% Owner
- [] 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
Phantom Stock Dividend Equivalent Right	1-for-1	(1)		A	36.9		(1)	(1)	Common Stock	36.9

Explanation of Responses:

- (1) Acquired on December 31 in lieu of director's retainer fees. Subject to forfeiture unless held until the director ceases to be a director by reason of retirement, death or disability.
- (2) Represents number of units beneficially owned as of December 31, 2002.

/s/ William L. Hutton

January 3, 2003

**Signature of Reporting Person
Attorney-in-fact

Date

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