

1086479

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0076
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FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

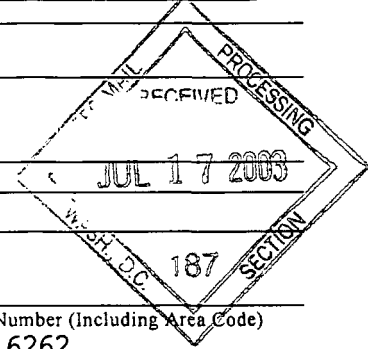
SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	



03027286

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Private Placement Variable Life Insurance

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment



A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

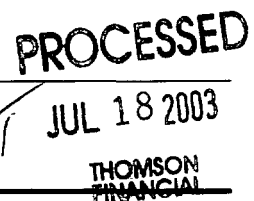
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
General American Life Insurance Company

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
700 Market Street, St. Louis, MO 63101 314-525-6262

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Brief Description of Business
Provider of insurance and financial services

Type of Business Organization
 corporation limited partnership, already formed other (please specify):
 business trust limited partnership, to be formed



Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated
016 313

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) **MO**

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Metropolitan Life Insurance Company

Business or Residence Address (Number and Street, City, State, Zip Code)

One Madison Avenue, New York, NY 10010

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

GenAmerica Financial Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)

700 Market Street, St. Louis, MO 63101

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

See attached page 2A

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

See attached page 2A

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

General American Life Insurance Company
700 Market Street
St. Louis, MO 63101

Name and Principal Business Address	Positions and Offices with General American
C. Robert Henrikson Metropolitan Life Insurance Company One Madison Avenue New York, NY 10010	Chairman, President and Chief Executive Officer
Nicholas D. Latrenta Metropolitan Life Insurance Company One Madison Avenue New York, NY 10010	Director
James L. Lipscomb Metropolitan Life Insurance Company One Madison Avenue New York, NY 10010	Director
Richard J. Miller 700 Market Street St. Louis, Missouri 63101	Director and Executive Vice President
Stewart G. Nagler Metropolitan Life Insurance Company One Madison Avenue New York, NY 10010	Director
Stanley J. Talbi Metropolitan Life Insurance Company One Madison Avenue New York, NY 10010	Director
Lisa M. Weber Metropolitan Life Insurance Company One Madison Avenue New York, NY 10010	Director
William J. Wheeler Metropolitan Life Insurance Company One Madison Avenue New York, NY 10010	Director

Anthony J. Williamson Metropolitan Life Insurance Company One MetLife Plaza 27-01 Queens Plaza, North Long Island City, NY 11101	Director, Vice President and Treasurer
Richard D. Evans *	Senior Vice President
Kevin S. Finnegan ****	Vice President and Associate General Counsel
James D. Gaughan ****	Secretary
Timothy J. Klopfenstein **	Vice President, Chief Financial Officer and Appointed Actuary
William C. Lane *	Vice President and Associate General Counsel
Donald L. Lambert *	Vice President
Jerome M. Mueller *	Senior Vice President
John E. Petersen *	Senior Vice President
James A. Schepis *****	Senior Vice President, National Recruiting
Deborah J. Walters *	Senior Vice President
Virginia M. Wilson *****	Vice President and Controller (Principal Accounting Officer)
Bernard H. Wolzenski *	Executive Vice President, Individual
A. Greig Woodring ***	Executive Vice President, Reinsurance and President and Chief Executive Officer of Reinsurance Group of America

The principal business address:

* General American Life Insurance Company, 700 Market Street, St. Louis, Missouri 63101.

** 13045 Tesson Ferry Road, St. Louis, Missouri 63128

*** 1370 Timberlake Manor Parkway, Chesterfield, Missouri 63017

**** One Madison Avenue, New York NY 10010

***** One Gateway Center, 6th Floor North, Pittsburgh, PA 15222

***** One MetLife Plaza, 27-01 Queens Plaza, North, Long Island City, NY 11101

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \$150,000

3. Does the offering permit joint ownership of a single unit? Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. See attached Page 3A

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States except NY

Grid of state abbreviations: AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY, PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

Grid of state abbreviations: AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY, PR

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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Agent	Business Address	Broker Dealer	Address	Sale States
Glenn Fishman	Fishman and Associates 445 Central Ave. Ste 201 Cedarhurst, NY 11516	Securities America	7100 West Center Rd, Ste 500 Omaha, NE 68106	FL
Chris Kosmos	1001 Fourth Avenue Plaza Suite 3800 WA 98154	Nathan & Lewis	260 Madison Ave, 11th Flr New York, NY 10016	IL
Dan Gray, Neil Wolfson, Don Petrie, Jim Chapman, Ted Shapses, Ricky Novik, Jim Hulsey	na	Walnut Street Securities	700 Market Street St. Louis, MO 63101	AK, IL, GA, CA
David Freeley	Westport Financial Services 100 Grandview Road Suite 404 Braintree, MA 02184	Westport Worldwide	39 Old Ridgebury Rd, Ste 5 Danbury, CT 06810	MA
Carl Feen	38 Trumbull Avenue New Haven, CT 06510	Lifemark Securities	Tobey Office Parkey 40 Office Park Way Pittsford, NY 14534	CT
Denise Desautels	Bay State Financial Services One Exeter St., Suite 1400 Boston, MA 02116	New England Securities	485-E US Highway One South 4th Floor Iselin, NJ 08830	MA
Michael Liebeskind	1430 Broadway 21st Floor New York, NY 10018	M Financial Holdings	205 SE Spokane St Portland, OR 97202	AK, SD, CT
Gary Sizmann	Sizmann, Morris, Lavis, Inc. One Kaiser Plaza Suite 1101 Oakland, CA 94612	M Holdings Securities	205 SE Spokane St Portland, OR 97202	FL
Frederick Wertlieb	owR Opinion Inc. 6 Rattian Road Oakland, NJ 07436	Jefferson Pilot Securities Corporation	One Granite Plaza Concord, NH 03301	CT

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Total Premium collected Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify <u>Private Placement Variable Life Insurance Policy</u>)	\$ <u>N/A*</u>	\$ <u>220,514,973.55</u>
Total	\$ _____	\$ _____

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>32</u>	\$ <u>220,514,973.55</u>
Non-accredited Investors	<u>0</u>	\$ _____
Total (for filings under Rule 504 only)	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

N/A

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

N/A*

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input type="checkbox"/>	\$ _____
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total	<input type="checkbox"/>	\$ _____

*Issuer is in the business of offering variable life products and not a limited offering. Issuer does not have an aggregate offering price for the product, and expenses vary depending on the amount of securities sold.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.”

\$ _____

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. N/A*

*Issuer is in the business of offering variable life products and not a limited offering. Issuer does not have an aggregate offering price for the product, and expenses vary depending on the amount of securities sold.

Payments to
Officers,
Directors, &
Affiliates

Payments to
Others

Salaries and fees	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ _____	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) General American Life Insurance Company	Signature <i>Bruce L. Williams</i>	Date 6/23/03
Name of Signer (Print or Type) Bruce Williams	Title of Signer (Print or Type) Assistant Vice President	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Name (Print or Type)	Title (Print or Type)	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Premium Collected Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X	VL Insurance						
AK		X	VL Insurance	16	55,740,478.76				
AZ		X	VL Insurance						
AR		X	VL Insurance						
CA		X	VL Insurance	1	200,628.00				
CO		X	VL Insurance						
CT		X	VL Insurance	3	4,285,204.00				
DE		X	VL Insurance						
DC		X	VL Insurance						
FL		X	VL Insurance	4	36,627,561.10				
GA		X	VL Insurance	2	2,316,773.60				
HI		X	VL Insurance						
ID		X	VL Insurance						
IL		X	VL Insurance	3	104,644,328.09				
IN		X	VL Insurance						
IA		X	VL Insurance						
KS		X	VL Insurance						

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Premium Collected Amount	Number of Non-Accredited Investors	Amount	Yes	No
KY		X	VL Insurance						
LA		X	VL Insurance						
ME		X	VL Insurance						
MD		X	VL Insurance						
MA		X	VL Insurance	1	6,500,000.00				
MI		X	VL Insurance						
MN		X	VL Insurance						
MS		X	VL Insurance						
MO		X	VL Insurance						
MT		X	VL Insurance						
NE		X	VL Insurance						
NV		X	VL Insurance						
NH		X	VL Insurance						
NJ		X	VL Insurance						
NM		X	VL Insurance						
NY	N/A	N/A	N/A						
NC		X	VL Insurance						

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Premium Collected Amount	Number of Non-Accredited Investors	Amount	Yes	No
ND		X	VL Insurance						
OH		X	VL Insurance						
OK		X	VL Insurance						
OR		X	VL Insurance						
PA		X	VL Insurance						
RI		X	VL Insurance						
SC		X	VL Insurance						
SD		X	VL Insurance	2	10,200,000.00				
TN		X	VL Insurance						
TX		X	VL Insurance						
UT		X	VL Insurance						
VT		X	VL Insurance						
VA		X	VL Insurance						
WA		X	VL Insurance						
WV		X	VL Insurance						
WI		X	VL Insurance						
WY		X	VL Insurance						
PR	N/A	N/A	N/A						