

ODonnell Kevin
 Form 4
 May 08, 2008

FORM 4

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

OMB APPROVAL

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ODonnell Kevin

2. Issuer Name and Ticker or Trading Symbol
 RENAISSANCERE HOLDINGS LTD [RNR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/06/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres., Renaissance Reins. Ltd

RENAISSANCE HOUSE, 8-20 EAST BROADWAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

PEMBROKE, BERMUDA, D0 HM19

(City) (State) (Zip)

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)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	05/06/2008		M	V	9,120	A	\$ 37.73	61,450	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/06/2008		F		7,552	D	\$ 51.3	53,898	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/06/2008		M		625	A	\$ 41.98	54,523	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/06/2008		F		551	D	\$ 51.3	53,972	D	Indirect Beneficial Ownership (Instr. 4)
	05/06/2008		M		6,339	A		15,644	I	Indirect Beneficial Ownership (Instr. 4)

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Common Stock					\$ 37.87				by Partnership (1)
Common Stock	05/06/2008		F	5,260	D	\$ 51.3	10,384	I	by Partnership (1)
Common Stock							162	I	by Family Trust (2)
Common Stock							5,088	I	by Spouse

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 37.73	05/06/2008		M	9,120	05/22/2002	05/06/2008	Common Stock	9,120
Non-Qualified Stock Option (right to buy)	\$ 41.98	05/06/2008		M	625	11/06/2002	05/06/2008	Common Stock	625
Non-Qualified Stock Option (right to buy)	\$ 37.87	05/06/2008		M	6,339	05/16/2002	05/06/2008	Common Stock	6,339

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

ODonnell Kevin
RENAISSANCE HOUSE
8-20 EAST BROADWAY
PEMBROKE, BERMUDA, D0 HM19

Pres., Renaissance Reins. Ltd

Signatures

/s/ Anthony E. Szydlowski,
Attorney-in-Fact

05/08/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These securities are owned and controlled by a family limited partnership for the benefit of immediate family members of the Reporting Person and may be deemed to be beneficially owned by the Reporting Person.
- (2) These securities are held by a trust for the benefit of immediate family members of the Reporting Person and may be deemed to be beneficially owned by the Reporting Person.
- (3) Not applicable

Remarks:

The transactions reported hereby relate solely to the exercise of employee stock options originally granted to the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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