

MACGINNITIE WALTER J

Form 4

October 06, 2009

FORM 4

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

OMB APPROVAL

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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 *
MACGINNITIE WALTER J

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)

RENAISSANCE HOUSE, 8-20
EAST BROADWAY

(Street)

PEMBROKE, BERMUDA, D0 HM
19

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
10/06/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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)	
			Code	V	Amount or Price			
Common Stock	10/06/2009		M		4,500 (1)	A	\$ 13 40,914	D
Common Stock	10/06/2009		M		36,000 (1)	A	\$ 12.4 76,914	D
Common Stock	10/06/2009		S		40,500 (1)	D	\$ 56 36,414	D

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

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SEC 1474 (9-02)

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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 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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non Qualified Stock Option (right to buy) ⁽¹⁾	\$ 13	10/06/2009		M	4,500	⁽²⁾ 02/03/2010	Common Stock 4,500
Non Qualified Stock Option (right to buy) ⁽¹⁾	\$ 12.4	10/06/2009		M	36,000	⁽³⁾ 05/04/2010	Common Stock 36,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACGINNITIE WALTER J RENAISSANCE HOUSE 8-20 EAST BROADWAY PEMBROKE, BERMUDA, D0 HM 19	X			

Signatures

/s/ Anthony E. Szydlowski,
Attorney-in-Fact
10/06/2009

**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).

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- (1) This form reflects the acquisition and sale of shares from the exercise of options originally granted to the Reporting Person on February 3, 2000 and May 5, 2000 that was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 21, 2009.
- (2) The option, representing a right to purchase a total of 4,500 shares, became exercisable in three equal installments beginning on February 3, 2001 which was the first anniversary of the date on which the option was granted.
- (3) The option, representing a right to purchase a total of 36,000 shares, became exercisable in three equal installments beginning on May 4, 2001 which was the first anniversary of the date on which the option was granted.

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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