

ODonnell Kevin  
Form 4  
May 06, 2010

**FORM 4**

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

OMB APPROVAL

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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)  
05/04/2010

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Global CUO, Pres, RenReins.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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/04/2010		M <sup>(1)</sup>	33,933 A \$ 12.4	153,402	D	
Common Stock	05/04/2010		F	16,879 D \$ 54.67	136,523	D	
Common Stock	05/04/2010		M <sup>(1)</sup>	13,755 A \$ 37.87	150,278	D	
Common Stock	05/04/2010		F	11,008 D \$ 54.67	139,270	D	
	05/04/2010		M <sup>(1)</sup>	12,402 A	151,672	D	

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Common Stock					\$ 41.98			
Common Stock	05/04/2010	F	10,531	D	\$ 54.67	141,141	D	
Common Stock	05/04/2010	M <sup>(1)</sup>	17,641	A	\$ 45.38	158,782	D	
Common Stock	05/04/2010	F	15,693	D	\$ 54.67	143,089	D	
Common Stock	05/04/2010	M <sup>(1)</sup>	8,067	A	\$ 12.4	151,156	D	
Common Stock	05/04/2010	F	1,830	D	\$ 54.67	149,326	D	
Common Stock						14,966	I	by Partnership <sup>(2)</sup>
Common Stock						5,088	I	by Spouse
Common Stock						162	I	by Family Trust <sup>(3)</sup>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 Security (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)	\$ 12.4	05/04/2010		M <sup>(1)</sup>	33,933	05/04/2001	05/04/2010	Common Stock	33,933
Non-Qualified Stock Option (right to buy)	\$ 37.87	05/04/2010		M <sup>(1)</sup>	13,755	05/16/2002	05/04/2010	Common Stock	13,755

