Curtis Ross Form 4 March 03, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

OMB APPROVAL

OMB 3235-0287 Number: January 31,

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(Print or Type Responses)

1. Name and Address of Reporting Person * **Curtis Ross**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

RENAISSANCERE HOLDINGS

LTD [RNR]

(Check all applicable)

CUO - European Operations

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction (Month/Day/Year) 03/01/2011

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

RENAISSANCE HOUSE, 12 **CROW LANE**

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

PEMBROKE, D0 HM 19

(City)	(State) (Zip	Table I	- Non-Deri	ivative Sec	curitie	es Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	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 Beneficial Ownership (Instr. 4)
Common Stock	03/01/2011		Code V A	Amount 8,495 (1)	(D)	Price \$ 0	87,056	D	
Common Stock (Performance Based)	03/01/2011		A	7,079 (2)	A	\$ 0	94,135	D	
Common Stock (3)	03/01/2011		M	1,791 (4)	A	<u>(5)</u>	95,926	D	
Common Stock (3)	03/01/2011		D	1,791 (4)	D	\$ 66.21	94,135	D	

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

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SEC 1474 (9-02)

> 8. I De Sec (In

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	<u>(5)</u>	03/01/2011		M	1,791 (4)	03/01/2011	(4)(5)	Common Stock	1,791 (4)	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Curtis Ross

RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19

CUO - European Operations

Signatures

/s/ Dierk A. Flemming, Attorney-in-Fact

03/03/2011

**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 shares will vest in four equal annual installments beginning on March 1, 2012.
- (2) Grant of restricted Common Stock of the Issuer, pursuant to its 2010 Performance-based Equity Incentive Plan. Vesting of these shares is subject to the satisfaction of both certain service- and performance-based vesting conditions. The amount granted represents the maximum potential achievable award. If minimal performance conditions are not met, all shares will be returned to the Performance Share Plan. The grant consists of three substantially equal performance measurement periods, and the number of shares in each tranche that ultimately vest is a function of the Issuer's Total Shareholder Return during a given calendar-year period relative to the members of

Reporting Owners 2

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a predetermined peer group of companies, and the satisfaction of applicable service conditions.

- The Reporting Person received a grant of Restricted Stock Units on March 1, 2010 which vests in four equal annual installments beginning on March 1, 2011. Each restricted stock unit represents a contingent right to receive, upon settlement, cash equal to the closing fair market value of one Common Share of the Issuer on the date of vesting.
- (4) Represents the full value, gross of any applicable withholdings, of one quarter of the original grant which vested on March 1, 2011.
- (5) Each Restricted Stock Unit was the economic equivalent of one share of the Issuer's Common Stock. On March 1, 2011, 1,791 of the Reporting Person's Restricted Stock Units were settled for cash.

Remarks:

In February 2011, the Compensation Committee of the Board of Directors effected its determinations for executive officer cornor. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.