

RENAISSANCERE HOLDINGS LTD

Form 4

September 04, 2013

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 *
Durhager Peter C

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, 12 CROW LANE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/03/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Admin. Officer

PEMBROKE, D0 HM 19

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	09/03/2013		M ⁽¹⁾		21,250	\$ 74.24	D
Common Stock	09/03/2013		F ⁽¹⁾		17,881	\$ 88.23	D
Common Stock	09/03/2013		S ⁽²⁾		10,000	\$ 88.04 ⁽³⁾	D
Common Stock	09/04/2013		S ⁽⁴⁾		3,369	\$ 87.65 ⁽⁵⁾	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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(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)
Non-Qualified Stock Option (Right to Buy)	\$ 74.24	09/03/2013		M ⁽¹⁾	21,250	08/31/2005 08/31/2014	RNR Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Durhager Peter C RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19			EVP & Chief Admin. Officer	

Signatures

/S/ Stephen H. Weinstein,
Attorney-in-Fact

09/04/2013

***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).
- The transactions reported hereby relate to the exercise of employee stock options originally granted to the Reporting Person on August 31, 2004 with a ten year term. The exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 23, 2013.
- (2) This transaction reflects the sale of shares which may be deemed to be beneficially owned by the Reporting Person on September 3, 2013. The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 23, 2013.
 - (3) Represents a weighted average sale price; the sales prices ranged from \$87.47 to \$88.29. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.

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- (4) This transaction reflects the sale of the shares issued on exercise of the employee stock options reported above; as required by the Reporting Person's Rule 10b5-1 trading plan adopted on May 23, 2013.
- (5) Represents a weighted average sale price; the sales prices ranged from \$87.42 to \$88.09. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.
- (6) Includes 7,907 shares from prior awards of Performance Shares which will not be earned as the applicable performance conditions were not met, but will remain outstanding under the terms of the Plan until the time vesting requirement is met, at which point the shares will be cancelled.

Remarks:

See attached footnotes page.

All transactions listed above are pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 23, 2013

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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