RENAISSANCERE HOLDINGS LTD

Form 4

February 22, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ODonnell Kevin

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

RENAISSANCERE HOLDINGS LTD [RNR]

(Check all applicable)

(Middle) (Last) (First)

3. Date of Earliest Transaction

X Director 10% Owner _X__ Officer (give title Other (specify

RENAISSANCE HOUSE, 12

(Month/Day/Year) 02/18/2016

below) Pres & Chief Executive Officer

CROW LANE

(Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

Person

PEMBROKE, D0 HM 19

(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)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	or (D)	Price	(Instr. 3 and 4)	(1115117-1)		
Common Stock	02/08/2016		G	V	2,234	D	\$0	305,916	D		
Common Stock	02/18/2016		D(1)(2)		1,304	D	\$ 114.33	304,612	D		
Common Stock	02/18/2016		D(2)(3)		1,495	D	\$ 114.33	303,117	D		
Common Stock	02/18/2016		D(2)(4)		1,464	D	\$ 114.33	301,653	D		
Common Stock	02/18/2016		D(2)(5)		2,097	D	\$ 114.33	299,556	D		

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Common Stock	02/18/2016	D(2)(6)	2,430	D	\$ 114.33	297,126	D	
Common Stock	02/18/2016	F <u>(7)</u>	769	D	\$ 114.33	296,357	D	
Common Stock						1,079	I	by Partnership (8)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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. Transa Code (Instr.	ection 8)	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Attorney-in-Fact

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
ODonnell Kevin RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19	X		Pres & Chief Executive Officer					
Signatures								
/S/ Molly E. Gardner,		02/22/20	016					

02/22/2016

**Signature of Reporting Person Date

2 Reporting Owners

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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).
- Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2015, of a portion of the (1) third tranche of performance-based restricted shares granted to the reporting person on November 19, 2012 pursuant to the issuer's 2010 Performance-Based Equity Incentive Plan (the "Plan").
 - The award consisted of three substantially equal tranches and the amount initially awarded represented the maximum potential achievable number of shares. The number of shares in each tranche that ultimately vests at the expiration of the applicable service period is a
- function of the issuer's total shareholder return relative to a predetermined peer group of companies during a given calendar-year performance period, and is subject to the reporting person's continued employment through the expiration of the applicable service period. Shares that are no longer eligible to vest following the Compensation Committee's determination of total shareholder return for a performance period are immediately forfeited.
- (3) Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2015, of a portion of the third tranche of performance-based restricted shares granted to the reporting person on March 1, 2013 pursuant to the Plan.
- (4) Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2015, of a portion of the third tranche of performance-based restricted shares granted to the reporting person on July 1, 2013 pursuant to the Plan.
- (5) Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2015, of a portion of the second tranche of performance-based restricted shares granted to the reporting person on March 3, 2014 pursuant to the Plan.
- (6) Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2015, of a portion of the first tranche of performance-based restricted shares granted to the reporting person on February 27, 2015 pursuant to the Plan.
- (7) Shares withheld for payment of withholding taxes upon the vesting, on February 18, 2016, of performance-based restricted shares granted to the reporting person on March 1, 2013.
- (8) 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.

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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.