

Wilcox Mark Alexander
Form 4
January 26, 2011

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 *
Wilcox Mark Alexander

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

PEMBROKE,
BERMUDA, D0 HM19

3. Date of Earliest Transaction (Month/Day/Year)
01/24/2011

____ Director _____ 10% Owner
 Officer (give title below) Other (specify below)
SVP, Chief Accounting Officer / Corporate Controller

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 01/24/2011 | | M ⁽¹⁾ | 19,628 | A | \$ 42.66 | 53,674 | D |
| Common Stock | 01/24/2011 | | F ⁽¹⁾ | 14,558 | D | \$ 65.07 | 39,116 | D |
| Common Stock | 01/25/2011 | | S ⁽²⁾ | 5,070 | D | \$ 64.63 | 34,046 | D |

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

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) | \$ 42.66 | 01/24/2011 | | M ⁽¹⁾ | 19,628 | 03/21/2007 03/21/2016 | Common Stock 19,628 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|----------------------|
| | Director | 10% Owner | Officer | Other |
| Wilcox Mark Alexander RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, BERMUDA, D0 HM19 | | | SVP, Chief Accounting Officer | Corporate Controller |

Signatures

/s/ Mark A. Wilcox 01/25/2011

**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) The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person on March 21, 2006 with a ten year term. The option exercise was effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the Reporting Person on May 3, 2010.
- (2) This form reflects the sale of shares which may be deemed to be beneficially owned by the Reporting Person on January 25, 2011. The sale was effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the Reporting Person on May 3, 2010.

Remarks:

The adoption date of the 10b5-1 plan referenced above was mis-reported in a prior Form 4 of the Reporting Person filed on O

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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