

Wilcox Mark Alexander
Form 4
March 03, 2011

FORM 4

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

OMB APPROVAL

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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
(Street)
PEMBROKE, BERMUDA, D0 HM19
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2011
4. If Amendment, Date Original Filed(Month/Day/Year)

____ Director
 Officer (give title below) SVP, Chief Accounting Officer / Corporate Controller
____ 10% Owner
 Other (specify below)
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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/01/2011		A		7,797 (1)	A	\$ 0 41,843 D
Common Stock (Performance Based)	03/01/2011		A		6,498 (2)	A	\$ 0 48,341 D
Common Stock	03/01/2011		F		1,094 (3)	D	\$ 66.21 47,247 D
Common Stock	03/02/2011		F		913 (3)	D	\$ 66.3 46,334 D

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- (3) This represents shares withheld by the Registrant in respect of payment of withholding tax liability incurred upon the vesting of restricted shares.

Remarks:

In February 2011, the Compensation Committee of the Board of Directors effected its determinations for executive officer compensation.

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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