

RENAISSANCERE HOLDINGS LTD

Form 4

June 05, 2014

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 *
Paradine Jonathan

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)
06/04/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, CUO - Singapore

PEMBROKE, D0 HM 19

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

(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) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	06/04/2014		M ⁽¹⁾	8,239 A	\$ 49.1	67,292	D
Common Stock	06/04/2014		F ⁽¹⁾	3,847 D	\$ 105.16	63,445	D
Common Stock	06/05/2014		S ⁽²⁾	4,392 D	\$ 105.21	59,053 ⁽⁴⁾	D

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

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 49.1	06/04/2014		M ⁽¹⁾	8,239	03/21/2006 03/21/2015	RNR Common Stock	8,239

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Paradine Jonathan RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19			SVP, CUO - Singapore	

Signatures

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

06/05/2014

**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 under the

(1) Amended and Restated 2001 Stock Incentive Plan on March 21, 2005 with a ten year term. The exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 21, 2014.

(2) This transaction reflects the sale of shares issued on exercise of the employee stock options reported above; pursuant to the Reporting Person's 10b5-1 trading plan adopted on February 21, 2014.

(3) Represents a weighted average sale price; the sales price ranged from \$105.19 to \$105.28. 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) Includes 7,493 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 2010 Performance-based Equity Incentive 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 February 21, 2014.

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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