

RENAISSANCERE HOLDINGS LTD

Form 4

March 03, 2017

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)
03/01/2017

____ 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/01/2017		M ⁽¹⁾⁽²⁾	A	5,332	\$ 50.71	67,748 D
Common Stock	03/01/2017		F ⁽¹⁾⁽²⁾	D	1,816	\$ 148.96	65,932 D
Common Stock	03/01/2017		M ⁽¹⁾⁽³⁾	A	23,834	\$ 53.86	89,766 D
Common Stock	03/01/2017		F ⁽¹⁾⁽³⁾	D	8,618	\$ 148.96	81,148 D
Common Stock	03/01/2017		S ⁽¹⁾	D	6,955	\$ 149.25	74,193 D

					(4)		
Common Stock	03/01/2017	S ⁽¹⁾	11,777	D	\$ 149.91	62,416	D
Common Stock	03/01/2017	A ⁽⁶⁾	5,618	A	\$ 0	68,034	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 required to respond unless the form displays a currently valid OMB control number.

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (Right to Buy)	\$ 50.71	03/01/2017		M ⁽¹⁾⁽²⁾	5,332	⁽⁷⁾	05/05/2018	RNR Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 53.86	03/01/2017		M ⁽¹⁾⁽³⁾	23,834	⁽⁸⁾	03/03/2018	RNR Common Stock

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/ Molly E. Gardner,
Attorney-in-Fact

03/03/2017

__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 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 2, 2016.
- (2) Relates to the exercise of employee options originally granted to the Reporting Person on May 5, 2008.
- (3) Relates to the exercise of employee options originally granted to the Reporting Person on March 3, 2008.
Represents a weighted average price. The shares were sold in multiple transactions at prices ranged from \$148.60 to \$149.60 The
- (4) reporting person undertakes to provide the full information regarding the number of shares sold at each price to the Commission, the issuer or a security holder of the issuer upon request.
Represents a weighted average price. The shares were sold in multiple transactions at prices ranged from \$149.61 to \$150.19 The
- (5) reporting person undertakes to provide the full information regarding the number of shares sold at each price to the Commission, the issuer or a security holder of the issuer upon request.
- (6) Grant of restricted common shares of the issuer pursuant to the RenaissanceRe Holdings Ltd. 2016 Long-Term Incentive Plan. These shares will vest in four equal annual installments beginning on March 1, 2018.
- (7) Vested in four equal installments beginning on May 5, 2009.
- (8) Vested in four equal installments beginning on March 3, 2009.

Remarks:

Exhibit 24.1 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.