

RENAISSANCERE HOLDINGS LTD

Form 4

March 20, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Weinstein Stephen Howard

(Last) (First) (Middle)

RENAISSANCE HOUSE, 12
CROW LANE

(Street)

PEMBROKE, D0 HM 19

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RENAISSANCERE HOLDINGS LTD [RNR]

3. Date of Earliest Transaction (Month/Day/Year)
03/19/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, General Counsel & Secty

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)
				(A) or (D)	Price		
Common Stock	03/19/2015		M ⁽¹⁾	8,239	A \$ 49.1	77,574	D
Common Stock	03/19/2015		F ⁽¹⁾	5,685	D \$ 100.91	71,889	D
Common Stock	03/20/2015		S ⁽²⁾	2,554	D \$ 101.12	69,335	D
Common Stock						3,242	I by Trusts ⁽³⁾

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

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SEC 1474
(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)	8. Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 49.1	03/19/2015		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
Weinstein Stephen Howard RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19			SVP, General Counsel & Secty	

Signatures

/S/ Stephen H. Weinstein 03/20/2015

**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 ("2001 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 May 14, 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 Rule 10b5-1 trading plan adopted on May 14, 2014.

(3)

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Represents exclusively shares held by two separate trusts for the benefit of each of two minor children of the Reporting Person (collectively, the "Trusts"), which shares may be deemed to be beneficially owned by the Reporting Person.

Remarks:

See attached footnotes page.

All transactions listed above are pursuant to a Rule 10b5-1 trading plan Adopted by the Reporting Person on May 14, 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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