

RENAISSANCERE HOLDINGS LTD

Form 4

December 22, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Curtis Ross

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, Chief Underwriting Officer

(Last) (First) (Middle)
RENAISSANCE HOUSE, 12 CROW LANE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2016

PEMBROKE, D0 HM 19

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	12/20/2016		S ⁽¹⁾	D	5,000	\$ 135	93,201 D
Common Stock	12/20/2016		M ⁽¹⁾⁽²⁾	A	22,328	\$ 53.86	115,529 D
Common Stock	12/20/2016		F ⁽¹⁾⁽²⁾	D	8,896	\$ 135.19	106,633 D
Common Stock	12/20/2016		M ⁽¹⁾⁽³⁾	A	4,266	\$ 50.71	110,899 D
Common Stock	12/20/2016		F ⁽¹⁾⁽³⁾	D	1,601	\$ 135.19	109,298 D

Common Stock	12/21/2016		<u>S</u> ⁽¹⁾	16,097	D	\$ 134,289	93,201	D
						<u>(4)</u>		

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

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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)
Non-qualified Stock Options (Right to Buy)	\$ 53.86	12/20/2016		M ⁽¹⁾⁽²⁾	22,328	<u>(5)</u> 03/03/2018	RNR Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 50.71	12/20/2016		M ⁽¹⁾⁽³⁾	4,266	<u>(6)</u> 05/05/2018	RNR Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Curtis Ross RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19			SVP, Chief Underwriting Officer	

Signatures

/S/ Molly E. Gardner
Attorney-in-fact

12/22/2016

 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) All of the transactions reported hereby were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 17, 2016.

(2) Relates to the exercise of employee stock options originally granted to the Reporting Person on March 3, 2008.

(3) Relates to the exercise of employee stock options originally granted to the Reporting Person on May 5, 2008.

Represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$133.75 to \$134.7250. The 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.

(5) Vested in four equal annual installments beginning on March 3, 2009.

(6) Vested in four equal annual installments beginning on May 5, 2009.

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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