

RENAISSANCERE HOLDINGS LTD

Form 4

February 20, 2015

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 *
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)
02/18/2015

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	01/09/2015		G ⁽¹⁾	V 574 A \$ 0	3,242	I	by Trusts ⁽²⁾
Common Stock	01/09/2015		G ⁽¹⁾	V 574 D \$ 0	62,384	D	
Common Stock	02/18/2015		D ⁽³⁾	2,936 D \$ 103.44	59,448	D	
Common Stock	02/18/2015		D ⁽⁴⁾	2,405 D \$ 103.44	57,043	D	
Common Stock	02/18/2015		D ⁽⁵⁾	2,215 D \$ 103.44	54,828	D	

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 02/20/2015

 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).
- (1) Represents gifts made to two separate trusts for the benefits of each of two minor children of the Reporting Person, respectively (the "Trusts"), on January 9, 2015 and which shares may be deemed to be beneficially owned by the Reporting Person.
- (2) Represents exclusively shares held by the Trusts, which shares may be deemed to be beneficially owned by the Reporting Person.
- (3) Represents cancellation of all of the shares originally comprising the third tranche of the March 1, 2012 grant as a result of the Issuer's Total Shareholder Return ("TSR") for the calendar year 2014 performance period relative to the members of a predetermined peer group reflecting the Committee's determinations of the performance criteria for that tranche. See remarks for additional detail.

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- (4) Represents cancellation of all of the shares originally comprising the second tranche of the March 1, 2013 grant as a result of the Issuer's TSR for the calendar-year 2014 performance period relative to the members of a predetermined peer group reflecting the Committee's determination of the performance criteria for that tranche. See remarks for additional detail.
- (5) Represents cancellation of all of the shares originally comprising the first tranche of the March 3, 2014 grant as a result of the Issuer's TSR for the calendar-year 2014 performance period relative to the members of a predetermined peer group reflecting the Committee's determination of the performance criteria for that tranche. See remarks for additional detail.

Remarks:

On March 1, 2012, March 1, 2013, and March 3, 2014, the Reporting Person was granted performance-based restricted Comm

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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