

RENAISSANCERE HOLDINGS LTD

Form 4

February 09, 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 *
Todd Rider Fonner

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & CIO

RENAISSANCE HOUSE, 12 CROW LANE

(Street)

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

PEMBROKE, D0 HM 19

(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)
			Code	V	Amount or Price		
Common Stock	02/07/2017		M ⁽¹⁾		29,309 A \$ 53.86	77,437	D
Common Stock	02/07/2017		F ⁽²⁾		20,086 D \$ 140.39	57,351	D
Common Stock	02/07/2017		M ⁽³⁾		29,885 A \$ 51.13	87,236	D
Common Stock	02/07/2017		F ⁽²⁾		19,178 D \$ 140.39	68,058	D
Common Stock	02/08/2017		M ⁽³⁾		5,865 A \$ 51.13	73,923	D

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Common Stock	02/08/2017	S ⁽⁴⁾	3,045	D	\$ 139.97 ⁽⁵⁾	70,878	D
Common Stock	02/08/2017	M ⁽¹⁾	1,856	A	\$ 53.86	72,734	D
Common Stock	02/08/2017	S ⁽⁴⁾	1,004	D	\$ 139.73	71,730	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)	\$ 53.86	02/07/2017		M ⁽¹⁾	29,309	⁽⁶⁾ 03/03/2018	RNR Common Stock 29,309
Non-Qualified Stock Options (Right to Buy)	\$ 51.13	02/07/2017		M ⁽³⁾	29,885	⁽⁷⁾ 03/01/2017	RNR Common Stock 29,885
Incentive Stock Option (Right to Buy)	\$ 51.13	02/08/2017		M ⁽³⁾	5,865	⁽⁷⁾ 03/01/2017	RNR Common Stock 5,865
Incentive Stock Option (Right to Buy)	\$ 53.86	02/08/2017		M ⁽¹⁾	1,856	⁽⁶⁾ 03/03/2018	RNR Common Stock 1,856

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
				SVP & CIO

Todd Rider Fonner
RENAISSANCE HOUSE
12 CROW LANE
PEMBROKE, D0 HM 19

Signatures

/S/ Molly E. Gardner,
Attorney-in-Fact

02/09/2017

__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) Relates exclusively to the exercise of employee stock options originally granted to the Reporting Person on March 3, 2008 with a ten year term.
- (2) Represents the withholding of shares to cover the payment of exercise price of the employees stock options and withholding of taxes due on exercise.
- (3) Relates exclusively to the exercise of employee stock options originally granted to the Reporting Person on March 1, 2007 with a ten year term.
- (4) This transaction reflects the sale of shares, issued on exercise of the employee stock options reported above, to cover the payment of the exercise price of the employee stock options and withholding taxes due on exercise.
Represents a weighted average price. The shares were sold in multiple transactions at prices ranged from \$139.95 to \$140.00 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) 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) Vested in four equal annual installments beginning on March 3, 2009.
- (7) Vested in four equal annual installments beginning on March 1, 2008.

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.