

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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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 *
O'Donnell Kevin

(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)
Pres & Chief Executive Officer

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/18/2015		D ⁽¹⁾	V	\$ 5,230	D	255,722
Common Stock	02/18/2015		D ⁽²⁾	V	\$ 3,986	D	251,736
Common Stock	02/18/2015		D ⁽³⁾	V	\$ 4,570	D	247,166
Common Stock	02/18/2015		D ⁽⁴⁾	V	\$ 4,476	D	242,690
Common Stock	02/18/2015		D ⁽⁵⁾	V	\$ 6,411	D	236,279

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- (2) Represents cancellation of all of the shares originally comprising the second tranche of the November 19, 2012 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.
- (3) 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.
- (4) Represents cancellation of all of the shares originally comprising the second tranche of the July 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.
- (6) These securities are owned and controlled by a family limited partnership for the benefit of immediate family members of the Reporting Person and may be deemed to be beneficially owned by the Reporting Person.

Remarks:

On March 1, 2012, November 19, 2012, March 1, 2013, July 1, 2013 and March 3, 2014, the Reporting Person was granted pe

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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