### RENAISSANCERE HOLDINGS LTD

Form 4

February 20, 2015

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

OMB 3235-0287 Number:

Estimated average

burden hours per

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ODonnell Kevin Issuer Symbol RENAISSANCERE HOLDINGS (Check all applicable) LTD [RNR] \_X\_ Director (Last) (First) (Middle) 3. Date of Earliest Transaction 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) RENAISSANCE HOUSE, 12 02/18/2015 Pres & Chief Executive Officer **CROW LANE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

## PEMBROKE, D0 HM 19

(State)

02/18/2015

(Zip)

(City)

Common

Stock

5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) **Following** or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common \$  $D^{(1)}$ 02/18/2015 D 5,230 255,722 D Stock 103.44 Common 02/18/2015  $D^{(2)}$ 3,986 D 251,736 D Stock 103.44 Common 02/18/2015  $D^{(3)}$ 4,570 D 247,166 D 103.44 Stock Common  $D^{(4)}$ 4,476 02/18/2015 242,690 D Stock

6.411

 $D^{(5)}$ 

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

236,279

D

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Common Stock 1,079 I by Partnership (6)

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ant of rlying	8. Price of Derivative Security (Instr. 5)
				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

ODonnell Kevin

RENAISSANCE HOUSE
12 CROW LANE

X Pres & Chief Executive Officer

PEMBROKE, D0 HM 19

Signatures

/S/ Stephen H. Weinstein, Attorney-in-Fact 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).
- 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

  (1) 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.

Reporting Owners 2

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- 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.
- 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.
- 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.
- 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 person was granted 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.