

RENAISSANCERE HOLDINGS LTD

Form 4

March 14, 2014

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

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)
03/12/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, General Counsel & Secty

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	(A) or (D)	Price
Common Stock	03/12/2014		M ⁽¹⁾		5,002	A	\$ 53.96
Common Stock	03/12/2014		F ⁽¹⁾		3,665	D	\$ 96.83
Common Stock	03/12/2014		M ⁽¹⁾		3,706	A	\$ 53.96
Common Stock	03/12/2014		F ⁽¹⁾		2,066	D	\$ 96.83
Common Stock	03/13/2014		S ⁽²⁾		1,337	D	\$ 97
							81,236 ⁽³⁾

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Common Stock 3,468 I by Trusts (4)

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)	8. Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 53.96	03/12/2014		M(1)	3,706	03/12/2005 03/12/2014	RNR Common Stock	3,706
Non-Qualified Stock Option (Right to Buy)	\$ 53.96	03/12/2014		M(1)	5,002	03/12/2005 03/12/2014	RNR Common Stock	5,002

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/ Gareth S. Bahlmann,
Attorney-in-Fact 03/14/2014

**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).

- The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person under the Amended and Restated 2001 Stock Incentive Plan ("2001 plan") on March 12, 2004 with a ten year term, and were exercised on the expiry date of March 12, 2014. The exercises were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 23, 2013.
- (1) This transaction reflects the sale of shares issued on exercise of the employee stock options reported above; pursuant to the Reporting Person's Rule 10b5-1 trading plan adopted on May 23, 2013.
 - (2) Includes 8,278 shares from prior awards of Performance Shares which will not be earned as the applicable performance conditions were not met, but will remain outstanding under the terms of the 2010 Performance-based Equity Incentive Plan until the time vesting requirement is met, at which point the shares will be cancelled.
 - (3) Represents exclusively shares held by two separate trusts for the benefit of each of two minor children of the Reporting Person, respectively (the "Trusts"), which shares may be deemed to be beneficially owned by the Reporting Person.

Remarks:

See attached footnotes page.

All transactions listed above are pursuant to a Rule 10b5-1 trading plan Adopted by the Reporting Person on May 23, 2013.

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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