

RENAISSANCERE HOLDINGS LTD

Form 4

February 22, 2016

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 *
O'Donnell Kevin

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)
02/18/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
Pres & Chief Executive Officer

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	02/08/2016		G	V	2,234	D	\$ 0 305,916
Common Stock	02/18/2016		D ⁽¹⁾⁽²⁾		1,304	D	\$ 114.33 304,612
Common Stock	02/18/2016		D ⁽²⁾⁽³⁾		1,495	D	\$ 114.33 303,117
Common Stock	02/18/2016		D ⁽²⁾⁽⁴⁾		1,464	D	\$ 114.33 301,653
Common Stock	02/18/2016		D ⁽²⁾⁽⁵⁾		2,097	D	\$ 114.33 299,556

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 the forfeiture, following the Compensation Committee's determination of total shareholder return for 2015, of a portion of the third tranche of performance-based restricted shares granted to the reporting person on November 19, 2012 pursuant to the issuer's 2010 Performance-Based Equity Incentive Plan (the "Plan").

(2) The award consisted of three substantially equal tranches and the amount initially awarded represented the maximum potential achievable number of shares. The number of shares in each tranche that ultimately vests at the expiration of the applicable service period is a function of the issuer's total shareholder return relative to a predetermined peer group of companies during a given calendar-year performance period, and is subject to the reporting person's continued employment through the expiration of the applicable service period. Shares that are no longer eligible to vest following the Compensation Committee's determination of total shareholder return for a performance period are immediately forfeited.

(3) Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2015, of a portion of the third tranche of performance-based restricted shares granted to the reporting person on March 1, 2013 pursuant to the Plan.

(4) Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2015, of a portion of the third tranche of performance-based restricted shares granted to the reporting person on July 1, 2013 pursuant to the Plan.

(5) Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2015, of a portion of the second tranche of performance-based restricted shares granted to the reporting person on March 3, 2014 pursuant to the Plan.

(6) Represents the forfeiture, following the Compensation Committee's determination of total shareholder return for 2015, of a portion of the first tranche of performance-based restricted shares granted to the reporting person on February 27, 2015 pursuant to the Plan.

(7) Shares withheld for payment of withholding taxes upon the vesting, on February 18, 2016, of performance-based restricted shares granted to the reporting person on March 1, 2013.

(8) 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:

Exhibit List

Exhibit 24 - Power of Attorney

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.