

RENAISSANCERE HOLDINGS LTD

Form 4

December 22, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Curtis Ross

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)
RENAISSANCE HOUSE, 12 CROW LANE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Chief Underwriting Officer

PEMBROKE, D0 HM 19

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 12/20/2016 | | S ⁽¹⁾ | D | \$ 135 | 93,201 | D |
| Common Stock | 12/20/2016 | | M ⁽¹⁾⁽²⁾ | A | \$ 53.86 | 115,529 | D |
| Common Stock | 12/20/2016 | | F ⁽¹⁾⁽²⁾ | D | \$ 135.19 | 106,633 | D |
| Common Stock | 12/20/2016 | | M ⁽¹⁾⁽³⁾ | A | \$ 50.71 | 110,899 | D |
| Common Stock | 12/20/2016 | | F ⁽¹⁾⁽³⁾ | D | \$ 135.19 | 109,298 | D |

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) All of the transactions reported hereby were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 17, 2016.

(2) Relates to the exercise of employee stock options originally granted to the Reporting Person on March 3, 2008.

(3) Relates to the exercise of employee stock options originally granted to the Reporting Person on May 5, 2008.

Represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$133.75 to \$134.7250. The

(4) 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) Vested in four equal annual installments beginning on March 3, 2009.

(6) Vested in four equal annual installments beginning on May 5, 2009.

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.