

RENAISSANCERE HOLDINGS LTD

Form 4

July 21, 2006

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 *
RIKER WILLIAM I

(Last) (First) (Middle)

C/O RENAISSANCERE HOLDINGS LTD., RENAISSANCE HOUSE, 8-20 EAST BROADWAY

(Street)

PEMBROKE HM 19, BERMUDA

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RENAISSANCERE HOLDINGS LTD [RNR]

3. Date of Earliest Transaction (Month/Day/Year)
07/19/2006

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)
President

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/19/2006		F	(A) or (D) D	13,562 \$ 48.01	D	
Common Stock	07/19/2006		A	(A) or (D) A	46,135 \$ 0	D	
Common Stock					75,327	I	by Partnership (3)
Common					4,668	I	by Spouse

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- (1) Represents exclusively shares withheld by the Issuer in respect of payment of withholding tax liability. See "Remarks."
- (2) These shares will vest in two equal annual installments beginning on July 19, 2007.
- (3) 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.
- (4) These securities are owned and controlled by a trust for the benefit of the minor children of the reporting person and may be deemed to be beneficially owned by the reporting person.
- (5) These securities are owned and controlled by various trusts for the benefit of immediate family members of the reporting person and may be deemed to be beneficially owned by the reporting person.
- (6) These options were cancelled for value as explained under "Remarks."

Remarks:

As disclosed in the Issuer's Current Report on Form 8-K, as filed with the Securities and Exchange Commission on July 21, 2006, on July 19, 2006 Mr. Riker entered into an amended and restated employment agreement with the Issuer providing for, among other things, (i) the forfeiture of 700,000 "premium" stock options under the RenaissanceRe Holdings Ltd. 2004 Stock Option Incentive Plan, (ii) a grant of 46,135 restricted shares and (iii) an adjustment to the vesting terms of 77,500 restricted shares originally granted to Mr. Riker in 2004 scheduled to "cliff vest" on the fifth anniversary of grant, such that 50% of such shares vested on July 19, 2006 (resulting in the withholding of 13,562 shares in respect of payment of withholding tax liability), with the balance of such shares vesting ratably on the third and fourth anniversary of the original grant date.

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.