Wilcox Mark Alexander Form 4 March 05, 2012

FORM 4

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

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES**

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 30(h) of the Investment Company Act of 1940

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * Wilcox Mark Alexander

> RENAISSANCERE HOLDINGS LTD [RNR]

Symbol

RENAISSANCE HOUSE, 12

(First)

CROW LANE

(Street)

3. Date of Earliest Transaction (Month/Day/Year) 03/01/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner _X__ Officer (give title __X__ Other (specify below) below)

SVP, Chief Accounting Officer / Corporate Controller

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

(Middle)

PEMBROKE, BERMUDA, D0 HM19

(City)	(State) (Zip	Table I	- Non-Deri	vative Sec	curitie	s Acquire	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Transaction(A) or Disp Code (Instr. 3, 4 (Instr. 8)		ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/01/2012		A	8,596 (1)	A	\$0	54,131	D	
Common Stock (Performance Based)	03/01/2012		A	6,001 (2)	A	\$ 0	60,132	D	
Common Stock	03/01/2012		F	1,239 (3)	D	\$ 71.69	58,893	D	
Common Stock	03/02/2012		F	700 (4)	D	\$ 71.7	58,193	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year) (Instr. 8) Derivative Securities		e		Secur	ities	(Instr. 5)]	
	Derivative						(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Exercisable	Expiration Date	Title			
				Code V	(A) (D)						
				Code V	(A) (D)		*	Title	Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wilcox Mark Alexander RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, BERMUDA, D0 HM19

SVP, Chief Accounting Officer Corporate Controller

Signatures

/s/ Dierk A. Flemming, Attorney-in-Fact 03/05/2012

**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).
- (1) These shares will vest in four equal annual installments beginning on March 1, 2013.
- (2) Grant of restricted Common Stock of the Issuer, pursuant to its 2010 Performance-based Equity Incentive Plan. Vesting of these shares is subject to the satisfaction of both certain service-and performance-based vesting conditions. The amount of 6,001 reported as granted represents the maximum potential achievable award assuming maximum performance attainment in each of the subsequent three years, compared to a "target" award value equivalent to 2,400 shares. If minimal performance conditions are not met, all shares will be returned to the Performance Share Plan. The grant consists of three substantially equal performance measurement periods, and the number of shares in each tranche that ultimately vest is a function of the Issuer's Total Shareholder Return during a given calendar-year

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period relative to the members of a predetermined peer group of companies, and the satisfaction of applicable service conditions.

- (3) This represents shares withheld by the Registrant in respect of payment of withholding tax liability incurred upon the vesting of restricted shares from grants made in two prior years which vested on March 1, 2012.
- (4) This represents shares withheld by the Registrant in respect of payment of withholding tax liability incurred upon the vesting of restricted shares from a grant made in a prior year which vested on March 2, 2012.

Remarks:

In February 2012, the Compensation Committee of the Board of Directors effected its determinations for executive officer cor 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.