

Durhager Peter C
Form 4
October 22, 2012

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 *
Durhager Peter C

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)
10/18/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Admin. 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	10/18/2012		S ⁽¹⁾		10,000	D	\$ 80 72,076
Common Stock	10/18/2012		M ⁽²⁾		34,035	A	\$ 37.51 106,111
Common Stock	10/18/2012		F ⁽²⁾		15,803	D	\$ 80.79 90,308
Common Stock	10/19/2012		S ⁽²⁾		18,232	D	\$ 80.64 72,076

Edgar Filing: Durhager Peter C - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

Table with 7 columns: 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). Row 1: Non-Qualified Stock Option (Right to Buy), \$37.51, 10/18/2012, M(2), 34,035, 11/04/2006, 11/04/2015, RNR Common Stock.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Row 1: Durhager Peter C, RENAISSANCE HOUSE, 12 CROW LANE, PEMBROKE, D0 HM 19; Relationships: Director, 10% Owner, Officer, Other, EVP & Chief Admin. Officer.

Signatures

/S/ Dierk A. Flemming, Attorney-in-Fact, 10/22/2012. 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) This transaction reflects the sale of shares which may be deemed to be beneficially owned by the Reporting Person on October 18, 2012. The sale was effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the Reporting Person on February 27, 2012.
These transactions relate to the exercise of employee stock options originally granted to the Reporting Person on November 4, 2005 with a ten year term. The exercise and subsequent sale of resulting shares were effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the Reporting Person on February 27, 2012.
(2) Represents a weighted average sale price; the sales prices ranged from \$80.53 to \$80.80. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.
(3)

Edgar Filing: Durhager Peter C - Form 4

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.