

RENAISSANCERE HOLDINGS LTD

Form 4

January 03, 2014

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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2013

____ Director
 Officer (give title below) _____ Other (specify below)
SVP, CUO - European Operations

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	Price	
Common Stock	12/31/2013		D ⁽¹⁾		404	\$ 97.34	D
Common Stock	12/31/2013		D ⁽²⁾		2,360	\$ 97.34	D
Common Stock	12/31/2013		M ⁽³⁾		52,500	\$ 74.24	D
Common Stock	12/31/2013		F ⁽³⁾		40,042	\$ 97.34	D
Common Stock	01/02/2014		S ⁽⁴⁾		12,458	\$ 96.52	D

(5)

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

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

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)
Non-Qualified Stock Option (Right to Buy)	\$ 74.24	12/31/2013		M ⁽³⁾	52,500	08/31/2005 08/31/2014	RNR Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Curtis Ross RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19			SVP, CUO - European Operations	

Signatures

/S/ Nicholas J. West,
Attorney-in-Fact

01/03/2014

__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) Represents 404 Performance Shares cancelled from a maximum of 2,360 Performance Shares from the first tranche of the 2011 grant as a result of the Issuer's TSR for the calendar-year 2011 performance period relative to the members of a predetermined peer group reflecting the Committee's determination of the performance criteria for that tranche. See Remarks for additional detail.
- (2) Represents cancellation of all of the shares originally comprising the second tranche of the 2011 grant as a result of the Issuer's TSR for the calendar-year 2012 performance period relative to the members of a predetermined peer group reflecting the Committee's

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determination of the performance criteria for that tranche. See Remarks for additional detail.

- (3) The transactions reported hereby relate to the exercise of employee stock options originally granted to the Reporting Person on August 31, 2004 with a ten year term. The exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 29, 2013.
- (4) This transaction reflects the sale of shares, issued upon exercise of the employee stock options reported above. The exercises and subsequent sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 29, 2013.
- (5) Represents a weighted average sale price; the sales price ranged from \$96.39 to \$97.18. 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.
- (6) Includes 2,477 shares from prior awards of Performance Shares which will not be earned as the applicable performance conditions were not met, but will remain outstanding under the terms of the Performance Share Plan until the time vesting requirement is met, at which point the shares will be cancelled.

Remarks:

On March 1, 2011 the Reporting Person was granted performance-based restricted Common Shares of the Issuer ("Performance Shares").

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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