RENAISSANCERE HOLDINGS LTD

Form 4

February 20, 2014

FORM 4

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

OMB 3235-0287 Number:

Estimated average

Expires:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, 2005

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

OMB APPROVAL

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

Durhager Peter C

(Last)

Stock

2. Issuer Name and Ticker or Trading

Symbol

RENAISSANCERE HOLDINGS LTD [RNR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

EVP & Chief Admin. Officer

(Middle)

(Month/Day/Year) 02/18/2014

Director X_ Officer (give title

10% Owner Other (specify

RENAISSANCE HOUSE, 12 **CROW LANE**

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X 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

below)

1.Title of	2. Transaction Date	2A. Deemed	3
Security	(Month/Day/Year)	Execution Date, if	1
(Instr. 3)		any	(
		(Month/Day/Year)	(

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Ownership Indirect (I) (Instr. 4) Following (Instr. 4) Reported

D

Code V Amount (D) Price

(A)

Transaction(s) (Instr. 3 and 4)

Common $D^{(1)}$ 02/18/2014 3,750 D 53,578 (2) 93.84

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
							Date	Expiration		or		
							Exercisable	Date	Title	Number		
							Lacicisable	Date		of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Durhager Peter C RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19

EVP & Chief Admin. Officer

Signatures

/S/ Stephen H. Weinstein, Attorney-in-Fact

02/20/2014

**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).
- Represents 3,750 Performance Shares cancelled from a maximum of 3,750 Performance Shares eligible to vest as a result of the

 (1) Registrant's Total Shareholder Return for the calendar-year 2013 performance period relative to the members of a predetermined pergraph
- Includes 9,902 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-based restricted Restricted Common Shares of the Issuer ("Performance-based restricted Restricted Restricted Restricted Restricted Restricted Restricted Re

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.

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