

ODonnell Kevin  
Form 4  
May 06, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
ODonnell Kevin

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)

RENAISSANCE HOUSE, 8-20 EAST BROADWAY

(Street)

PEMBROKE, BERMUDA, D0 HM19

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
05/04/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Global CUO, Pres, RenReins.Ltd

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 05/04/2010                           |  | M <sup>(1)</sup>               | 33,933 A \$ 12.4  | 153,402   | D  |  |
| Common Stock                    | 05/04/2010                           |  | F                              | 16,879 D \$ 54.67   | 136,523   | D  |  |
| Common Stock                    | 05/04/2010                           |  | M <sup>(1)</sup>               | 13,755 A \$ 37.87   | 150,278   | D  |  |
| Common Stock                    | 05/04/2010                           |  | F                              | 11,008 D \$ 54.67   | 139,270   | D  |  |
|                                 | 05/04/2010                           |  | M <sup>(1)</sup>               | 12,402 A  | 151,672   | D  |  |

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|              |            |                  |        |   |          |         |   |                                |
|--------------|------------|------------------|--------|---|----------|---------|---|--------------------------------|
| Common Stock |            |                  |        |   | \$ 41.98 |         |   |                                |
| Common Stock | 05/04/2010 | F                | 10,531 | D | \$ 54.67 | 141,141 | D |                                |
| Common Stock | 05/04/2010 | M <sup>(1)</sup> | 17,641 | A | \$ 45.38 | 158,782 | D |                                |
| Common Stock | 05/04/2010 | F                | 15,693 | D | \$ 54.67 | 143,089 | D |                                |
| Common Stock | 05/04/2010 | M <sup>(1)</sup> | 8,067  | A | \$ 12.4  | 151,156 | D |                                |
| Common Stock | 05/04/2010 | F                | 1,830  | D | \$ 54.67 | 149,326 | D |                                |
| Common Stock |            |                  |        |   |          | 14,966  | I | by Partnership <sup>(2)</sup>  |
| Common Stock |            |                  |        |   |          | 5,088   | I | by Spouse                      |
| Common Stock |            |                  |        |   |          | 162     | I | by Family Trust <sup>(3)</sup> |

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)

| 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) | Amount or Number of Shares |    |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |    |
| Non-Qualified Stock Option (right to buy)  | \$ 12.4  | 05/04/2010                           |  | M <sup>(1)</sup>               | 33,933  | 05/04/2001   | 05/04/2010  | Common Stock               | 33 |
| Non-Qualified Stock Option (right to buy)  | \$ 37.87   | 05/04/2010                           |  | M <sup>(1)</sup>               | 13,755  | 05/16/2002   | 05/04/2010  | Common Stock               | 13 |

|   |          |            |                  |        |            |            |              |    |
|---|----------|------------|------------------|--------|------------|------------|--------------|----|
| Non-Qualified Stock Option (right to buy) | \$ 41.98 | 05/04/2010 | M <sup>(1)</sup> | 12,402 | 11/06/2002 | 05/04/2010 | Common Stock | 12 |
| Non-Qualified Stock Option (right to buy) | \$ 45.38 | 05/04/2010 | M <sup>(1)</sup> | 17,641 | 11/07/2003 | 05/04/2010 | Common Stock | 17 |
| Incentive Stock Option (right to buy)     | \$ 12.4  | 05/04/2010 | M <sup>(1)</sup> | 8,067  | 05/04/2003 | 05/04/2010 | Common Stock | 8  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| ODonnell Kevin<br>RENAISSANCE HOUSE<br>8-20 EAST BROADWAY<br>PEMBROKE, BERMUDA, D0 HM19 |               |           | Global CUO,Pres,RenReins.Ltd |       |

## Signatures

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

05/06/2010

\_\_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) The transactions reported hereby relate to the exercise of employee stock options originally granted to the Reporting Person on May 5, 1998 with a ten year term, and accordingly were automatically exercised on the date they would have otherwise expired.
- (2) 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.
- (3) These securities are held by a trust for the benefit of immediate family members of the Reporting Person and may be deemed to be beneficially owned by the Reporting Person.

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.