

RENAISSANCERE HOLDINGS LTD  
 Form 4  
 September 03, 2015

**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 \*  
 O'Donnell Kevin

2. Issuer Name and Ticker or Trading Symbol  
 RENAISSANCERE HOLDINGS LTD [RNR]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Pres & Chief Executive Officer

(Last) (First) (Middle)  
 RENAISSANCE HOUSE, 12  
 CROW LANE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/01/2015

PEMBROKE, D0 HM 19

(City) (State) (Zip)

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 Ownership: Beneficial or Indirect (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	09/01/2015		S <sup>(1)</sup>	2,000	D	\$ 100	274,314 D
Common Stock	09/01/2015		M <sup>(1)</sup>	56,433	A	\$ 44.3	330,747 D
Common Stock	09/01/2015		F <sup>(1)</sup>	37,253	D	\$ 101.31	293,494 D
Common Stock	09/01/2015		M <sup>(1)</sup>	67,281	A	\$ 42.66	360,775 D
Common Stock	09/01/2015		F <sup>(1)</sup>	43,756	D	\$ 101.31	317,019 D

Common Stock	09/02/2015	<u>S</u> <sup>(1)</sup>	41,440	D	\$ <u>(2)</u> 101.29	275,579	D	
Common Stock	09/02/2015	<u>S</u> <sup>(1)</sup>	1,265	D	\$ <u>(3)</u> 102	274,314	D	
Common Stock						1,079	I	by Partnership <u>(4)</u>

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.**

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(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)	8. Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 42.66	09/01/2015		<u>M</u> <sup>(1)</sup>	67,281	<u>(5)</u> 03/21/2016	RNR Common Stock	67,281
Non-Qualified Stock Option (Right to Buy)	\$ 44.3	09/01/2015		<u>M</u> <sup>(1)</sup>	56,433	<u>(6)</u> 01/03/2016	RNR Common Stock	56,433

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ODonnell Kevin RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19	X		Pres & Chief Executive Officer	

## Signatures

/S/ Molly E. Gardner,  
Attorney-in-Fact

09/03/2015

\_\_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 transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 9, 2015.  
Represents a weighted average price. The shares were sold in multiple transactions at prices ranged from \$100.83 to \$101.83. The
- (2) reporting person undertakes to provide the full information regarding the number of shares sold at each price to the Commission, the issuer or a security holder of the issuer upon request.  
Represents a weighted average price. The shares were sold in multiple transactions at prices ranged from \$101.86 to \$102.19. The
- (3) reporting person undertakes to provide the full information regarding the number of shares sold at each price to the Commission, the issuer or a security holder of the issuer upon request.
- (4) 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.
- (5) Vested in four equal annual installments beginning on March 21, 2007.
- (6) Vested in four equal annual installments beginning on January 3, 2007.

### Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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.