

Weinstein Stephen Howard
 Form 4
 May 20, 2013

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 *
 Weinstein Stephen Howard

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)
 05/16/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP, General Counsel & Secty

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 | (A) or (D) | Price | | |
| Common Stock | 05/16/2013 | | M ⁽¹⁾ | 8,232 | A | \$ 45.43 | 86,190 | D | |
| Common Stock | 05/16/2013 | | F ⁽¹⁾ | 5,824 | D | \$ 88.14 | 80,366 | D | |
| Common Stock | 05/17/2013 | | S ⁽²⁾ | 2,408 | D | \$ 88.09 | 77,958 ⁽⁴⁾ | D | |
| Common Stock | | | | | | ⁽³⁾ | 3,660 ⁽⁵⁾ | I | by Trusts |

Edgar Filing: Weinstein Stephen Howard - Form 4

- (3) Represents a weighted average sale price; the sales prices ranged from \$88.00 to \$88.31. 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.
Includes 6,050 shares from prior awards of Performance Shares which will not be earned as the applicable performance conditions were
- (4) not met, but will remain outstanding under the terms of the Plan until the time vesting requirement is met, at which point the shares will be cancelled.
- (5) Represents exclusively shares held by two separate trusts for the benefit of each of two minor children of the Reporting Person, respectively (the "Trusts"), which shares 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.