

RENAISSANCERE HOLDINGS LTD
 Form 4
 September 26, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Durhager Peter C

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, 12 CROW LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/25/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & Chief Admin. Officer

PEMBROKE, D0 HM 19

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | Price | |
| Common Stock | 09/25/2013 | | M ⁽¹⁾ | | 21,250 | \$ 74.24 | A 87,970 D |
| Common Stock | 09/25/2013 | | F ⁽¹⁾ | | 17,465 | \$ 90.33 | D 70,505 D |
| Common Stock | 09/26/2013 | | S ⁽²⁾ | | 3,785 | \$ 89.98 | D 66,720 ⁽³⁾ D |

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

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SEC 1474 (9-02)

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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 | 09/25/2013 | | M ⁽¹⁾ | 21,250 | 08/31/2005 - 08/31/2014 | RNR Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| Durhager Peter C RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19 | Director 10% Owner Officer EVP & Chief Admin. Officer |

Signatures

/S/ Gareth Bahlmann,
Attorney-in-Fact
Date: 09/26/2013

**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).

- The transactions reported herein 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 previously disclosed Rule 10b5-1 trading plan adopted by the Reporting Person on May 23, 2013.
- (1) This transaction reflects the sale of shares, issued on exercise of the employee stock options reported above, as required by the Reporting Person's previously disclosed Rule 10b5-1 trading plan adopted on May 23, 2013.
- (2) Includes 7,907 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.
- (3)

Remarks:

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See attached footnotes page.

All transactions listed above are pursuant to a previously disclosed Rule 10b5-1 trading plan adopted 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.

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