

NICHOLS JOHN DRAKE
Form 4
May 18, 2009

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 *
NICHOLS JOHN DRAKE

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 HM 19

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, RenRe Ventures 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 Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	05/14/2009		M	11,306 A \$ 11.92	54,391	I	by Partnership (1)
Common Stock	05/14/2009		F	5,802 D \$ 47.5	48,589	I	by Partnership (1)
Common Stock	05/14/2009		M	7,571 A \$ 39.59	56,160	I	by Partnership (1)
	05/14/2009		F	6,751 D \$ 47.5	49,409	I	

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Common Stock									by Partnership (1)
Common Stock	05/14/2009		M	3,611	A	\$ 37.32	53,020	I	by Partnership (1)
Common Stock	05/14/2009		F	3,108	D	\$ 47.5	49,912	I	by Partnership (1)
Common Stock							133,741	D	
Common Stock							1,137	I	by Spouse

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

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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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Option (right to buy)	\$ 11.92	05/14/2009		M	11,306	05/14/2000	05/14/2009	Common Stock	11,306
Non Qualified Stock Option (right to buy)	\$ 39.59	05/14/2009		M	7,571	12/23/2002	05/14/2009	Common Stock	7,571
	\$ 37.32	05/14/2009		M	3,611	05/23/2002	05/14/2009		3,611

Non
Qualified
Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NICHOLS JOHN DRAKE RENAISSANCE HOUSE 8-20 EAST BROADWAY PEMBROKE, BERMUDA, D0 HM 19			President, RenRe Ventures Ltd.	

Signatures

/s/ Anthony E. Szydowski,
Attorney-in-Fact

05/18/2009

__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) 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.
- (2) Not applicable

Remarks:

The transactions reported hereby relate solely to the exercise of employee stock options originally granted to 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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