

Wilcox Mark Alexander  
Form 4  
February 18, 2011

**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 \*  
Wilcox Mark Alexander

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)

PEMBROKE, BERMUDA, D0 HM19

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
02/17/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
SVP, Chief Accounting Officer / Corporate Controller

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 (Instr. 4)	
				(A) or (D)	Price			
Common Stock	02/17/2011		M <sup>(1)</sup>	9,789	A	\$ 51.13	43,835	D
Common Stock	02/17/2011		F <sup>(1)</sup>	7,794	D	\$ 70.2	36,041	D
Common Stock	02/17/2011		M <sup>(2)</sup>	1,840	A	\$ 49.1	37,881	D
Common Stock	02/17/2011		F <sup>(2)</sup>	1,425	D	\$ 70.2	36,456	D
	02/18/2011		S <sup>(3)</sup>	2,410	D		34,046	D

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Common Stock \$ 70.29  
(4)

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

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Non Qualified Stock Option (Right to Buy)	\$ 51.13	02/17/2011		M <sup>(1)</sup>	9,789	03/01/2008 03/01/2017	Common Stock	9,789
Non Qualified Stock Option (Right to Buy)	\$ 49.1	02/17/2011		M <sup>(2)</sup>	1,840	03/21/2006 03/21/2015	Common Stock	1,840

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilcox Mark Alexander RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, BERMUDA, D0 HM19			SVP, Chief Accounting Officer	Corporate Controller

## Signatures

/s/ Mark A.  
Wilcox

02/18/2011

\_\_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 exclusively to the exercise of employee stock options originally granted to the Reporting Person on March 1, 2007 with a ten year term. The option exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 3, 2010.

(2) The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person on March 21, 2005 with a ten year term. The option exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 3, 2010

(3) This form reflects the sale of shares which may be deemed to be beneficially owned by the Reporting Person on February 18, 2011. The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 3, 2010.

(4) Represents a weighted average sale price; the sales prices ranged from \$70.27 to \$70.32. 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.

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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