

RENAISSANCERE HOLDINGS LTD

Form 4

March 04, 2014

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 *
Todd Rider Fonner

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)
03/01/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & CIO

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	03/01/2014		M ⁽¹⁾	1,344 A 2	55,531	D	
Common Stock	03/01/2014		D ⁽¹⁾	1,344 D \$ 95.51	54,187	D	
Common Stock	03/01/2014		F ⁽³⁾	2,908 D \$ 95.51	51,279	D	
Common Stock	03/03/2014		S ⁽⁴⁾	2,000 D \$ 94.85	49,279	D	
Common Stock	03/03/2014		A ⁽⁵⁾	8,659 A \$ 0	57,938	D	

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- (2) Each restricted stock unit is the economic equivalent of one of the Issuer's common shares. On March 1, 2014, 1,344 of the Reporting Person's Restricted Stock Units were settled for cash.

- (3) This represents shares withheld in respect of payment of withholding tax liability incurred upon the vesting of restricted shares from grants made on each of March 1, 2010, 2011, 2012 and 2013 pursuant to the Amended and Restated 2001 Stock Incentive Plan ("2001 plan") which vested on March 1, 2014.

- (4) This transaction reflects the sale of shares which may be deemed to be beneficially owned by the Reporting Person on March 3, 2014. The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 7, 2012.

- (5) Grant of restricted common shares of the Issuer under the 2001 Plan. These shares will vest in four equal annual installments beginning on March 3, 2015.

- (6) Grant of restricted common shares of the Issuer, pursuant to its 2010 Performance-based Equity Incentive Plan ("Performance Share Plan"). Vesting of these shares is subject to the satisfaction of both certain service and performance-based vesting conditions. The amount granted represents the maximum potential achievable award. If minimal performance conditions are not met, all shares will be returned to the Performance Share Plan. The grant consists of three substantially equal performance measurement periods, and the number of shares in each tranche that ultimately vest is a function of the Issuer's Total Shareholder Return during a given calendar-year period relative to the members of a predetermined peer group of companies, and the satisfaction of applicable service conditions.

- (7) Includes 7,093 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.

- (8) The Reporting Person received a grant of restricted stock units on March 1, 2010 under the 2010 Plan which vest in four equal annual installments. Each Restricted Stock Unit represents a contingent right to receive, upon settlement, cash equal to the closing fair market value of one common share of the Issuer on the date of vesting.

Remarks:

See attached footnotes page.

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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