

PARTNERRE LTD
Form 4
March 22, 2016

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 *
MONTUPET JEAN PAUL L

(Last) (First) (Middle)

24 WEST BRENTMOOR PARK

(Street)

CLAYTON, MO 63105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PARTNERRE LTD [PRE]

3. Date of Earliest Transaction (Month/Day/Year)
03/18/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Shares ⁽¹⁾	03/18/2016		D	V	\$ 18,434	D	
					137.5		
					0		

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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) Disposed of pursuant to the merger agreement between the issuer and EXOR in exchange for a cash payment of \$2,534,675 on the effective date of the merger and pursuant to the requirement of Rule 16b-3 of the Exchange Act.

(2) These Restricted Share Units (RSUs), which provided for a vest on the fifth anniversary of the date of grant, were cancelled as a result of the merger with EXOR in exchange for a cash payment of \$240,625, representing the merger consideration of \$137.50 per share and pursuant to the requirement of Rule 16b-3 of the Exchange Act.

(3) These Share Options, which provided for a three year ratable vest, were cancelled as a result of the merger with EXOR in exchange for a cash payment of \$840,304, representing the difference between the exercise price of the Share Option and the merger consideration of \$137.50 per share and pursuant to the requirement of Rule 16b-3 of the Exchange Act.

(4) These Share Options, which provided for a three year ratable vest, were cancelled as a result of the merger with EXOR in exchange for a cash payment of \$307,270, representing the difference between the exercise price of the Share Option and the merger consideration of \$137.50 per share and pursuant to the requirement of Rule 16b-3 of the Exchange Act.

(5) These Share Options, which provided for a three year ratable vest, were cancelled as a result of the merger with EXOR in exchange for a cash payment of \$607,456, representing the difference between the exercise price of the Share Option and the merger consideration of \$137.50 per share and pursuant to the requirement of Rule 16b-3 of the Exchange Act.

(6) These Share Options, which provided for a three year ratable vest, were cancelled as a result of the merger with EXOR in exchange for a cash payment of \$554,418, representing the difference between the exercise price of the Share Option and the merger consideration of \$137.50 per share and pursuant to the requirement of Rule 16b-3 of the Exchange Act.

(7) These Share Options, which provided for a three year ratable vest, were cancelled as a result of the merger with EXOR in exchange for a cash payment of \$467,405, representing the difference between the exercise price of the Share Option and the merger consideration of \$137.50 per share and pursuant to the requirement of Rule 16b-3 of the Exchange Act.

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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