Weinstein Stephen Howard Form 4

May 20, 2013

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Weinstein Stephen Howard Issuer Symbol RENAISSANCERE HOLDINGS (Check all applicable) LTD [RNR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify _X__ Officer (give title (Month/Day/Year) below) RENAISSANCE HOUSE, 12 05/16/2013 SVP, General Counsel & Secty **CROW LANE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

PEMBROKE, D0 HM 19

X Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State) (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. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)	
Common Stock	05/16/2013		M(1)	8,232	A	\$ 45.43	86,190	D		
Common Stock	05/16/2013		F(1)	5,824	D	\$ 88.14	80,366	D		
Common Stock	05/17/2013		S(2)	2,408	D	\$ 88.09 (3)	77,958 (4)	D		
Common Stock							3,660 (5)	I	by Trusts	

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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. Transactic Code (Instr. 8)	5. Number opportunities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Non-Qualified Stock Option (Right to Buy)	\$ 45.43	05/16/2013		M <u>(1)</u>	8,232	05/16/2004	05/16/2013	RNR Common Stock	8,2

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Weinstein Stephen Howard RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19

SVP, General Counsel & Secty

Signatures

Stephen H. 05/20/2013 Weinstein

**Signature of Date Reporting Person

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 hereby relate to the exercise of employee stock options originally granted to the Reporting Person on May 16, (1) 2003 with a ten year term. The exercise and subsequent sale were each effected on the date of expiry pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 6, 2012.
- This form reflects the sale of shares which may be deemed to be beneficially owned by the Reporting Person on May 17, 2013. The sale was effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the Reporting Person on August 6, 2012.

Reporting Owners 2

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- (3) Represents a weighted average sale price; the sales prices ranged from \$88.00 to \$88.31. 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.
- Includes 6,050 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 Plan until the time vesting requirement is met, at which point the shares will be cancelled.
- (5) Represents exclusively shares held by two separate trusts for the benefit of each of two minor children of the Reporting Person, respectively (the "Trusts"), which shares may be deemed to be beneficially owned 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.