RENAISSANCERE HOLDINGS LTD

Form 4

September 04, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Durhager Peter C

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

RENAISSANCERE HOLDINGS

LTD [RNR]

(Check all applicable)

(Last) (First) (Middle)

(Street)

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

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

RENAISSANCE HOUSE, 12 **CROW LANE**

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

EVP & Chief Admin. Officer

Filed(Month/Day/Year)

09/03/2013

Applicable Line)

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

Person

PEMBROKE, D0 HM 19

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficiall	y 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. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/03/2013		Code V M(1)	Amount 21,250	(D)	Price \$ 74.24	(Instr. 3 and 4) 107,970	D	
Common Stock	09/03/2013		F(1)	17,881	D	\$ 88.23	90,089	D	
Common Stock	09/03/2013		S(2)	10,000	D	\$ 88.04 (3)	80,089	D	
Common Stock	09/04/2013		S(4)	3,369	D	\$ 87.65 (5)	76,720 <u>(6)</u>	D	

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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)

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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Non-Qualified Stock Option (Right to Buy)	\$ 74.24	09/03/2013		M <u>(1)</u>	21,250	08/31/2005	08/31/2014	RNR Common Stock	21

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Durhager Peter C RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19

EVP & Chief Admin. Officer

Signatures

/S/ Stephen H. Weinstein, Attorney-in-Fact 09/04/2013

**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).
- The transactions reported hereby relate to the exercise of employee stock options originally granted to the Reporting Person on August (1) 31, 2004 with a ten year term. The exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 23, 2013.
- (2) This transaction reflects the sale of shares which may be deemed to be beneficially owned by the Reporting Person on September 3, 2013. The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 23, 2013.
- (3) Represents a weighted average sale price; the sales prices ranged from \$87.47 to \$88.29. 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.

Reporting Owners 2

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- (4) This transaction reflects the sale of the shares issued on exercise of the employee stock options reported above; as required by the Reporting Person's Rule 10b5-1 trading plan adopted on May 23, 2013.
- (5) Represents a weighted average sale price; the sales prices ranged from \$87.42 to \$88.09. 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 7,907 shares from prior awards of Performance Shares which will not be earned as the aplicable performance conditions were
- (6) 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.

Remarks:

See attached footnotes page.

All transactions listed above are pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 23, 2013

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.