

RENAISSANCERE HOLDINGS LTD

Form 4

November 05, 2015

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 *
Weinstein Stephen Howard

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/03/2015

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, General Counsel & Secty

RENAISSANCE HOUSE, 12 CROW LANE

(Street)

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

PEMBROKE, D0 HM 19

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/03/2015		M ⁽¹⁾		34,035	A	\$ 37.51 99,870
Common Stock	11/03/2015		F ⁽¹⁾		20,458	D	\$ 110.48 79,412
Common Stock	11/04/2015		S ⁽¹⁾		12,000	D	\$ 109.76 67,412 (2)
Common Stock	11/04/2015		S ⁽¹⁾		1,577	D	\$ 110.35 65,835 (3)

Common Stock 1,642 I by Trusts (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 Security (Instr. 3 and 4)
Non-Qualified Stock Option (Right to Buy)	\$ 37.51	11/03/2015		M ⁽¹⁾	34,035	⁽⁵⁾ 11/04/2015	RNR Common Stock 34,035

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weinstein Stephen Howard RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19			SVP, General Counsel & Secty	

Signatures

/s/ Stephen H. Weinstein 11/05/2015

**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).

All of the transactions reported hereby relate to the exercise of employee stock options originally granted to the Reporting Person under (1) the Amended and Restated 2001 Stock Incentive Plan on November 4, 2005 with a ten year term. The transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 14, 2014.

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- Represents a weighted average price. The shares were sold in multiple transactions at prices ranged from \$109.27 to \$110.27. The
- (2) reporting person undertakes to provide the full information regarding the number of shares sold at each price to the Commission, the issuer or a security holder of the issuer upon request.
- Represents a weighted average price. The shares were sold in multiple transactions at prices ranged from \$110.29 to \$110.46. The
- (3) reporting person undertakes to provide the full information regarding the number of shares sold at each price to the Commission, the issuer or a security holder of the issuer upon request.
- (4) Represents shares held by two separate trusts for the benefit of each of two minor children of the Reporting Person (collectively, the "Trusts"), which shares may be deemed to be beneficially owned by the Reporting Person.
- (5) Vested in four equal annual installments beginning on November 4, 2006.

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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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