

RENAISSANCERE HOLDINGS LTD

Form 4

December 04, 2007

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 *
RIKER WILLIAM I

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, 8-20
EAST BROADWAY**

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2007

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

**PEMBROKE, BERMUDA, D0 HM
19**

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 11/30/2007 | | M | (A) V Amount 24,000 (1) | \$ 16 352,946 | D | |
| Common Stock | 11/30/2007 | | F | (A) D Amount 6,497 (2) | \$ 59.11 346,449 | D | |
| Common Stock | 11/30/2007 | | G | (A) V Amount 23,534 (3) | \$ 0 322,915 | D | |
| Common Stock | 12/03/2007 | | S | (A) D Amount 10,000 (4) | \$ 58.31 312,915 | D | |
| | | | | | 14,505 | I | |

Common
Stock

By
Partnership
(5)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 16 | 11/30/2007 | | M | 24,000 <u>(1)</u> | 05/06/1999 05/06/2008 | Common Stock 24,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| RIKER WILLIAM I RENAISSANCE HOUSE 8-20 EAST BROADWAY PEMBROKE, BERMUDA, D0 HM 19 | | | President | |

Signatures

/s/William I Riker 12/04/2007

 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 incentive stock options originally granted to the Reporting Person on May 5,

(1) 1998 with a ten year term. In accordance with the tax requirements relating to incentive stock options, the Reporting Person intends to hold the shares issued on exercise thereof for at least one year.

(2) This transaction represents shares disposed of to the Issuer in full payment for the exercise price of the incentive stock option.

(3) This line reflects bona fide third party gifts to several charities made by the Reporting Person on November 30, 2007.

This line reflects the sale of shares which may be deemed to be beneficially owned by the Reporting Person on December 3, 2007. The

(4) sale was effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the Reporting Person on March 9, 2007.

Detailed information regarding these sales is reflected in Exhibit 99.1 attached hereto.

(5) These securities are owned and controlled by a family limited partnership for the benefit of immediate family members of the Reporting Person and may be deemed to be beneficially owned by the Reporting Person.

Remarks:

Exhibit 24.1 - Power of Attorney

Exhibit 99.1 - Schedule of Sales

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.