Paradine Jonathan
Form 4
March 05, 2012

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Paradine Jonathan

(Last) (First) (Middle)

RENAISSANCE HOUSE, 12 CROW LANE

(Street)

PEMBROKE, D0 HM 19

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
RENAISSANCERE HOLDINGS LTD [RNR]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CUO - Renaissance Reins. Ltd.

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2012		A		9,442 (1)	A	$ 0	47,564	D	
Common Stock (Performance Based)	03/01/2012		A		7,868 (2)	A	$ 0	55,432	D	
Common Stock (3)	03/01/2012		M		1,791 (4)	A	(5)	57,223	D	
Common Stock (3)	03/01/2012		D		1,791 (4)	D	$ 71.69	55,432	D	

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 Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	(3) (5)	03/01/2012		M		1,791 (4)		(3)	(3)	Common Stock	1,791 (4)	(3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Paradine Jonathan RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19				CUO - Renaissance Reins. Ltd.

Signatures

/s/ Dierk A. Flemming, Attorney-in-Fact	03/05/2012
**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).

(1) These shares will vest in four equal annual installments beginning on March 1, 2013.

(2) Grant of restricted Common Stock of the Issuer, pursuant to its 2010 Performance-based Equity Incentive Plan. Vesting of these shares is subject to the satisfaction of both certain service-and performance-based vesting conditions. The amount of 7,868 reported as granted represents the maximum potential achievable award assuming maximum performance attainment in each of the subsequent three years, compared to a "target" award value equivalent to 3,147 shares. If minimal performance conditions are not met, all shares will be returned to the Performance Share Plan. The grant consists of three substantially equal performance measurement periods, and the

number of shares in each tranche that ultimately vest is a function of the Issuer's Total Shareholder Return during a given calendar-year period relative to the members of a predetermined peer group of companies, and the satisfaction of applicable service conditions

(3) The Reporting Person received a grant of Cash-Settled Restricted Stock Units ("CSRUs") on March 1, 2010 which vest in four equal annual installments beginning on March 1, 2011. Each CSRU represents a contingent right to receive, upon settlement, cash equal to the closing fair market value of one Common Share of the Issuer on the date of vesting.

(4) Represents the full value of one quarter of the original CSRU grant which vested on March 1, 2012.

(5) Each CSRU was the economic equivalent of one share of the Issuer's Common Stock. On March 1, 2012, 1,791 of the Reporting Person's CSRUs were settled for cash.

Remarks:

In February 2012, the Compensation Committee of the Board of Directors effected its determinations for executive officer con

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