

KELLY JEFFREY D

Form 4

March 05, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KELLY JEFFREY D

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, 12
CROW LANE

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2013

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
EVP & CFO

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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)
Common Stock	03/01/2013		A	(A) or (D) Amount (1) 22,468	\$ 0	88,400	D
Common Stock	03/01/2013		A	(2) 9,203	\$ 0	97,603	D
Common Stock	03/01/2013		M	(3) 1,344	(4) A	98,947	D
Common Stock	03/01/2013		D	(3) 1,344	\$ 87.53	97,603	D
Common Stock	03/01/2013		F	(5) 2,664	\$ 87.53	94,939 (6)	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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(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)	8. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽⁷⁾	\$ 0 ⁽⁴⁾ ⁽⁷⁾	03/01/2013		M	1,344 ⁽³⁾	⁽⁷⁾	⁽⁷⁾	Common Stock	1,344 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KELLY JEFFREY D RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19	EVP & CFO

Signatures

/S/ Stephen H. Weinstein,
Attorney-in-Fact

03/05/2013

__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).

- (1) These shares will vest in four equal annual installments beginning on March 1, 2014.
- (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 granted represents the maximum potential achievable award. 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

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predetermined peer group of companies, and the satisfaction of applicable service conditions.

- (3) Represents the full value, gross of applicable withholdings, of one quarter of the cash-settled Restricted Stock Units originally granted on March 1, 2010.
- (4) Each Restricted Stock Unit was the economic equivalent of one share of the Issuer's Common Stock. On March 1, 2013, 1,344 of the Reporting Person's Restricted Stock Units were settled for cash.
- (5) This represents shares withheld by the Registrant in respect of payment of withholding tax liability incurred upon the vesting of restricted shares from grants made on each of March 1, 2010, 2011 and 2012 which vested on March 1, 2013.
Includes 7,496 shares from prior awards of Performance Shares which will not be earned as the applicable performance conditions were
(6) not met, but will remain outstanding under the terms of the Performance Share Plan until the time vesting requirement is met, at which point the shares will be cancelled.
- (7) The Reporting Person received a grant of Restricted Stock Units on March 1, 2010 which vests in four equal annual installments. Each Restricted Stock Unit 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.

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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