

RENAISSANCERE HOLDINGS LTD

Form 4

January 03, 2014

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 *
Todd Rider Fonner

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & CIO

PEMBROKE, 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/31/2013 | | D ⁽¹⁾ | 455 | \$ 97.34 | 64,374 | D |
| Common Stock | 12/31/2013 | | F ⁽²⁾ | 873 | \$ 97.34 | 63,501 | D |
| Common Stock | 12/31/2013 | | D ⁽³⁾ | 2,657 | \$ 97.34 | 60,844 | D |
| Common Stock | 01/02/2014 | | S ⁽⁴⁾ | 2,000 | \$ 97.18 | 58,844 ⁽⁵⁾ | 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Todd Rider Fonner RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19 | | | SVP & CIO | |

Signatures

/s/ Gareth S. Bahlmann,
Attorney-in-Fact 01/03/2014

**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) Represents 455 Performance Shares cancelled from a maximum of 2,658 Performance Shares eligible to vest from the first tranche of the 2011 grant, as a result of the Issuer's TSR for the calendar-year 2011 performance period relative to the members of a predetermined peer group. See Remarks for additional detail.
 - (2) Represents shares withheld by the Issuer in respect of payment of withholding tax liability incurred upon the vesting of Performance Shares from the first tranche of the 2011 grant. See Remarks for additional detail.
 - (3) Represents cancellation of all of the shares originally comprising the second tranche of the 2011 grant as a result of the Issuer's TSR for the calendar-year 2012 performance period relative to the members of a predetermined peer group reflecting the Committee's determination of the performance criteria for that tranche. See remarks for additional detail.

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- (4) This form reflects the sale of shares which may be deemed to be beneficially owned by the Reporting Person on January 2, 2014. The sale was effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the Reporting Person on November 7, 2012.
Includes 2,516 shares from prior awards of Performance Shares which will not be earned as the applicable performance conditions
- (5) were 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:

On March 1, 2011 the Reporting Person was granted performance-based restricted Common Shares of the Issuer ("Performance

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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