

RENAISSANCERE HOLDINGS LTD
Form 4
May 13, 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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2015

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

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 or Price | | |
| Common Stock | 05/11/2015 | | M ⁽¹⁾ | | 24,793 A \$ 37.51 | 80,837 | D |
| Common Stock | 05/11/2015 | | F ⁽¹⁾ | | 15,175 D \$ 104.87 | 65,662 | D |
| Common Stock | 05/11/2015 | | M ⁽²⁾ | | 18,811 A \$ 44.3 | 84,473 | D |
| Common Stock | 05/11/2015 | | F ⁽²⁾ | | 12,250 D \$ 104.87 | 72,223 | D |
| Common Stock | 05/11/2015 | | M ⁽³⁾ | | 13,535 A \$ 42.66 | 85,758 | D |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|-----------|--------|---|
| Common Stock | 05/11/2015 | F ⁽³⁾ | 8,686 | D | \$ 104.87 | 77,072 | D |
| Common Stock | 05/11/2015 | M ⁽⁴⁾ | 17,368 | A | \$ 47.98 | 94,440 | D |
| Common Stock | 05/11/2015 | F ⁽⁴⁾ | 11,679 | D | \$ 104.87 | 82,761 | D |

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

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SEC 1474
(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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (Right to Buy) | \$ 37.51 | 05/11/2015 | | M ⁽¹⁾ | 24,793 | 11/04/2006 ⁽⁵⁾ | 11/04/2015 | RNR Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 44.3 | 05/11/2015 | | M ⁽²⁾ | 18,811 | 01/03/2007 ⁽⁶⁾ | 01/03/2016 | RNR Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 42.66 | 05/11/2015 | | M ⁽³⁾ | 13,535 | 03/21/2007 ⁽⁷⁾ | 03/21/2016 | RNR Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 47.98 | 05/11/2015 | | M ⁽⁴⁾ | 17,368 | 08/08/2007 ⁽⁸⁾ | 08/08/2016 | RNR Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Todd Rider Fonner RENAISSANCE HOUSE | | | SVP & CIO | |

12 CROW LANE
PEMBROKE, D0 HM 19

Signatures

/S/ Todd R.
Fonner

05/13/2015

__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).

The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person
(1) under the Amended and Restated 2001 Stock Incentive Plan ("2001 plan") on November 4, 2005 with a ten year term. As of the date hereof, the Reporting Person has not disposed of the shares underlying the option exercise reported hereby.

The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person
(2) under the 2001 plan on January 3, 2006 with a ten year term. As of the date hereof, the Reporting Person has not disposed of the shares underlying the option exercise reported hereby.

The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person
(3) under the 2001 plan on March 21, 2006 with a ten year term. As of the date hereof, the Reporting Person has not disposed of the shares underlying the option exercise reported hereby.

The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person
(4) under the 2001 plan on August 8, 2006 with a ten year term. As of the date hereof, the Reporting Person has not disposed of the shares underlying the option exercise reported hereby.

(5) Vested in four equal annual installments beginning on November 4, 2006.

(6) Vested in four equal annual installments beginning on January 3, 2007.

(7) Vested in four equal annual installments beginning on March 21, 2007.

(8) Vested in four equal annual installments beginning on August 8, 2007.

Remarks:

See attached footnotes page.

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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