

NICHOLS JOHN DRAKE  
 Form 4  
 May 18, 2009

**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 \*  
 NICHOLS JOHN DRAKE

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
X Officer (give title below) \_\_\_ Other (specify below)  
 President, RenRe Ventures Ltd.

(Last) (First) (Middle)  
 RENAISSANCE HOUSE, 8-20  
 EAST BROADWAY  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/14/2009

PEMBROKE, BERMUDA, D0 HM  
 19

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

(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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	05/14/2009		M	11,306 A	\$ 11.92 54,391	I	by Partnership (1)
Common Stock	05/14/2009		F	5,802 D	\$ 47.5 48,589	I	by Partnership (1)
Common Stock	05/14/2009		M	7,571 A	\$ 39.59 56,160	I	by Partnership (1)
	05/14/2009		F	6,751 D	\$ 47.5 49,409	I	

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Common Stock									by Partnership (1)
Common Stock	05/14/2009		M	3,611	A	\$ 37.32	53,020	I	by Partnership (1)
Common Stock	05/14/2009		F	3,108	D	\$ 47.5	49,912	I	by Partnership (1)
Common Stock							133,741	D	
Common Stock							1,137	I	by Spouse

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
Non Qualified Stock Option (right to buy)	\$ 11.92	05/14/2009		M	11,306	05/14/2000	05/14/2009	Common Stock	11,306
Non Qualified Stock Option (right to buy)	\$ 39.59	05/14/2009		M	7,571	12/23/2002	05/14/2009	Common Stock	7,571
	\$ 37.32	05/14/2009		M	3,611	05/23/2002	05/14/2009		3,611

Non  
Qualified  
Stock  
Option  
(right to  
buy)

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NICHOLS JOHN DRAKE RENAISSANCE HOUSE 8-20 EAST BROADWAY PEMBROKE, BERMUDA, D0 HM 19			President, RenRe Ventures Ltd.	

## Signatures

/s/ Anthony E. Szydowski,  
Attorney-in-Fact

05/18/2009

\_\_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 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.
- (2) Not applicable

### Remarks:

The transactions reported hereby relate solely to the exercise of employee stock options originally granted to the Reporting Person.

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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