

Ashley William J
Form 4
March 08, 2010

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 *
Ashley William J

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, 8-20
EAST BROADWAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
FormerPresCEORenReInsHldgsLtd.

PEMBROKE, BERMUDA, D0 HM
19

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

(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 | (A) or (D) | Price |
| Common Stock | 03/04/2010 | | M | | 23,000 | A | \$ 37.51 |
| Common Stock | 03/04/2010 | | F | | 17,840 (1) | D | \$ 56.79 |
| Common Stock | 03/05/2010 | | S | | 5,160 | D | \$ 56.65 (2) |
| Common Stock | 03/04/2010 | | M | | 10,077 | A | \$ 29.77 |

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 37.51 | 03/04/2010 | | M | 23,000 | 11/04/2006 11/04/2015 | Common Stock 23 |
| Incentive Stock Option (right to buy) | \$ 29.77 | 03/04/2010 | | M | 10,077 | 01/11/2003 01/11/2012 | Common Stock 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| Ashley William J RENAISSANCE HOUSE 8-20 EAST BROADWAY PEMBROKE, BERMUDA, D0 HM 19 | | | Former Pres | CEO Ren Re Ins Hldgs Ltd. |

Signatures

/s/ Stephen H. Weinstein,
Attorney-in-Fact
Date: 03/08/2010

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 exclusively shares withheld by Issuer in respect of payment of the exercise price upon exercise of the stock options.
- (2) Represents a weighted average sale price; the sales prices ranged from \$56.58 to \$56.71. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.

Remarks:

This Form 4 is being filed exclusively to report two option exercises: (x) the exercise of Non-Qualified Stock Options at an ex

As announced by the Company on January 11, 2010, the Reporting Person has retired from his executive positions with the Co

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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