

RENAISSANCERE HOLDINGS LTD

Form 4

March 20, 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 \*  
Weinstein Stephen Howard

(Last) (First) (Middle)

RENAISSANCE HOUSE, 12  
CROW LANE

(Street)

PEMBROKE, D0 HM 19

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
03/19/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
SVP, General Counsel & Secty

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 03/19/2015                           |  | M <sup>(1)</sup>               |   | 8,239   | A  | \$ 49.1                                    |
| Common Stock                    | 03/19/2015                           |  | F <sup>(1)</sup>               |   | 5,685   | D  | \$ 100.91                                  |
| Common Stock                    | 03/20/2015                           |  | S <sup>(2)</sup>               |   | 2,554   | D  | \$ 101.12                                  |
| Common Stock                    |                                      |  |                                |   |   |  | 3,242                                      |
|                                 |                                      |  |                                |   |   | I  | by Trusts <sup>(3)</sup>                   |

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (Right to Buy)  | \$ 49.1  | 03/19/2015                           |  | M <sup>(1)</sup>               | 8,239   | 03/21/2006 03/21/2015                                    | RNR Common Stock  | 8,239                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| Weinstein Stephen Howard<br>RENAISSANCE HOUSE<br>12 CROW LANE<br>PEMBROKE, D0 HM 19 |               |           | SVP, General Counsel & Secty |       |

## Signatures

/S/ Stephen H. Weinstein 03/20/2015

\*\*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 to the exercise of employee stock options originally granted to the Reporting Person under the (1) Amended and Restated 2001 Stock Incentive Plan ("2001 plan") on March 21, 2005 with a ten year term. The exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 14, 2014.

(2) This transaction reflects the sale of shares issued on exercise of the employee stock options reported above; pursuant to the Reporting Person's Rule 10b5-1 trading plan adopted on May 14, 2014.

(3)

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Represents exclusively shares held by two separate trusts for the benefit of each of two minor children of the Reporting Person (collectively, the "Trusts"), which shares may be deemed to be beneficially owned by the Reporting Person.

### **Remarks:**

See attached footnotes page.

All transactions listed above are pursuant to a Rule 10b5-1 trading plan Adopted by the Reporting Person on May 14, 2014.

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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