

RENAISSANCERE HOLDINGS LTD

Form 4

December 17, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 *
ODonnell Kevin

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)
12/15/2014

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Pres & Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/15/2014		D ⁽¹⁾	V Amount (D) Price 10,462 D \$ 95.76	273,984	D	
Common Stock	12/15/2014		D ⁽²⁾	3,986 D \$ 95.76	269,998	D	
Common Stock	12/15/2014		D ⁽³⁾	4,570 D \$ 95.76	265,428	D	
Common Stock	12/15/2014		D ⁽⁴⁾	4,476 D \$ 95.76	260,952	D	
Common Stock					1,079	I	by Partnership

(5)

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ODonnell Kevin RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19	X Pres & Chief Executive Officer

Signatures

/S/ Gareth S. Bahlmann,
Attorney-in-Fact 12/17/2014

**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 cancellation of all of the shares originally comprising the first and second tranches of the March 1, 2012 grant as a result of the Issuer's Total Shareholder Return ("TSR") for the calendar-years 2012 and 2013 performance periods relative to the members of a predetermined peer group reflecting the Committee's determinations of the performance criteria for those tranches. See remarks for additional detail.
- (2)

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Represents cancellation of all of the shares originally comprising the first tranche of the November 19, 2012 grant as a result of the Issuer's TSR for the calendar-year 2013 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.

- (3) Represents cancellation of all of the shares originally comprising the first tranche of the March 1, 2013 grant as a result of the Issuer's TSR for the calendar-year 2013 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.
- (4) Represents cancellation of all of the shares originally comprising the first tranche of the July 1, 2013 grant as a result of the Issuer's TSR for the calendar-year 2013 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.
- (5) 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.

Remarks:

On March 1, 2012, November 19, 2012, March 1, 2013 and July 1, 2013, the Reporting Person was granted performance-based

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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