RENAISSANCERE HOLDINGS LTD

Form 4

March 05, 2015

FORM 4

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

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

Check this box if no longer

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

See Instruction 1(b).

(Print or Type Responses)

Wilcox Mark Alexander Symbol RENAISSANCERE HOLDINGS (Check all applicable) LTD [RNR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title __X__ Other (specify (Month/Day/Year) below) below) RENAISSANCE HOUSE, 12 03/03/2015 SVP, Chief Accounting Officer / Corporate

2. Issuer Name and Ticker or Trading

CROW LANE

PEMBROKE, D0 HM 19

1. Name and Address of Reporting Person *

(Street) 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

Controller

5. Relationship of Reporting Person(s) to

Issuer

Person

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

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response...

Estimated average

burden hours per

(State) (Zip) (City) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Form: Direct Beneficial Code Beneficially (Instr. 8) (Month/Day/Year) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 03/03/2015 $F^{(1)}$ 484 D 77,395 D 102.05 Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | | ate | 7. Title and Amount of Underlying Securities (Instr. 3 and 4 | | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---------------------------------------|--|-------------|------------|--|------------------------|--|---|
| | | | | | 4, and 5) | Date | Expiration | | Amount | | |
| | | | | Code V | / (A) (D) | Exercisable | Date | Title | Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wilcox Mark Alexander RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19

SVP, Chief Accounting Officer Corporate Controller

Signatures

/S/ Gareth S. Bahlmann, Attorney-in-Fact

03/05/2015

**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).

This represents shares withheld by the Issuer in respect of payment of withholding tax liability incurred upon the vesting of restricted (1) shares from a grant made on March 3, 2014 pursuant to the Amended and Restated 2001 Stock Incentive Plan ("2001 Plan"), which vested on March 3, 2015.

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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