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RENAISSANCERE HOLDINGS LTD

Form 4

January 14, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number: Expires:

January 31,

2005

0.5

Estimated average

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Weinstein Stephen Howard Symbol

2. Issuer Name and Ticker or Trading

RENAISSANCERE HOLDINGS LTD [RNR]

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

(First)

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 01/12/2016

Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

below) SVP, General Counsel & Secty

RENAISSANCE HOUSE, 12 **CROW LANE**

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1.Title of Security	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if		3. 4. Securities TransactionAcquired (A) or			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)		Disposed of (D) (Instr. 3, 4 and 5)		Beneficially Owned Following Reported Transaction(s)	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock (1)	01/12/2016		A	5,867	A	\$0	68,202	D	
Common Stock (2)	01/12/2016		A	7,898	A	\$0	76,100	D	
Common Stock							1,642	I	by Trusts

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

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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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						· ·
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	-	Title Num	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Weinstein Stephen Howard RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19

SVP, General Counsel & Secty

Signatures

/S/ Molly E. Gardner, Attorney-in-Fact

01/14/2016

**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) Grant of restricted common shares of the issuer pursuant to the RenaissanceRe Holdings Ltd. Amended and Restated 2001 Stock Incentive Plan, as amended (the "2001 Plan"). These shares will vest in four equal annual installments beginning on March 1, 2017.
 - Grant of restricted common shares of the issuer pursuant to the 2001 Plan. These shares will vest following the expiration of the service period on December 31, 2018, subject to the satisfaction of service- and performance-based vesting conditions. The award consists of three substantially equal tranches. The amount awarded represents the maximum potential achievable number of shares. The number of
- (2) shares in each tranche that ultimately vest is a function of the issuer's total shareholder return relative to the members of a predetermined peer group of companies during a given calendar-year performance period (2016, 2017 or 2018), and is subject to the reporting person's continued employment through the expiration of the service period. If, following the Compensation Committee's determination of total shareholder return for a performance period, there are shares that are no longer eligible to vest, those shares will be immediately forfeited.
- (3) Represents 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.

Reporting Owners 2

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Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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.