

Weinstein Stephen Howard
 Form 4
 March 05, 2012

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

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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

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)
 03/01/2012

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

PEMBROKE, D0 HM19

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 or Price | | |
| Common Stock | 03/01/2012 | | A | | 10,570 (1) | A | \$ 0 117,818 D |
| Common Stock (Performance Based) | 03/01/2012 | | A | | 8,809 (2) | A | \$ 0 126,627 D |
| Common Stock | 03/01/2012 | | F | | 1,290 (3) | D | \$ 71.69 125,337 D |
| Common Stock (4) | 03/01/2012 | | M | | 2,240 (5) | A | 127,577 D |

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| | | | | | | | | |
|-----------------------------|------------|---|-----------------------|---|-------------------------|---------|---|---------------------------|
| Common Stock ⁽⁴⁾ | 03/01/2012 | D | 2,240 ⁽⁵⁾ | D | \$ 71.69 | 125,337 | D | |
| Common Stock | 03/01/2012 | S | 10,000 ⁽⁷⁾ | D | \$ 72.12 ⁽⁸⁾ | 115,337 | D | |
| Common Stock | 03/02/2012 | F | 3,183 ⁽⁹⁾ | D | \$ 71.7 | 112,154 | D | |
| Common Stock | | | | | | 5,946 | I | By Trusts ⁽¹⁰⁾ |

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.

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. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Units ⁽⁴⁾ | ⁽⁴⁾ ⁽⁶⁾ | 03/01/2012 | | M | 2,240 ⁽⁵⁾ | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 2,240 ⁽⁵⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Weinstein Stephen Howard RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM19 | | | SVP, General Counsel & Secty | |

Signatures

/s/ Dierk A. Flemming,
Attorney-in-Fact

03/05/2012

__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) These shares will vest in four equal annual installments beginning on March 1, 2013.

Grant of restricted Common Stock of the Issuer, pursuant to its 2010 Performance-based Equity Incentive Plan. Vesting of these shares is subject to the satisfaction of both certain service-and performance-based vesting conditions. The amount of 8,809 reported as granted represents the maximum potential achievable award assuming maximum performance attainment in each of the subsequent three years, compared to a "target" award value equivalent to 3,523 shares. If minimal performance conditions are not met, all shares will be returned to the Performance Share Plan. The grant consists of three substantially equal performance measurement periods, and the number of shares in each tranche that ultimately vest is a function of the Issuer's Total Shareholder Return during a given calendar-year period relative to the members of a predetermined peer group of companies, and the satisfaction of applicable service conditions.
- (2) This represents shares withheld by the Registrant in respect of payment of withholding tax liability incurred upon the vesting of restricted shares from grants made in two prior years which vested on March 1, 2012.

The Reporting Person received a grant of Cash-Settled Restricted Stock Units ("CSRUs") on March 1, 2010 which vest in four equal annual installments beginning on March 1, 2011. Each CSRU represents a contingent right to receive, upon settlement, cash equal to the closing fair market value of one Common Share of the Issuer on the date of vesting.
- (3) Represents the full value, gross of any applicable withholdings, of one quarter of the original CSRU grant which vested on March 1, 2012.
- (4) Each CSRU was the economic equivalent of one share of the Issuer's Common Stock. On March 1, 2012, 2,240 of the Reporting Person's CSRUs were settled for cash.
- (5) This form reflects the sale of shares which may be deemed to be beneficially owned by the Reporting Person on March 1, 2012. The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 16, 2011.
- (6) Represents a weighted average sale price; the sales prices ranged from \$71.80 to \$72.58. 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.
- (7) This represents shares withheld by the Registrant in respect of payment of withholding tax liability incurred upon the vesting of restricted shares from a grant made in a prior year which vested on March 2, 2012.
- (8) Represents exclusively shares held by two separate trusts for the benefit of each of two minor children of the Reporting Person, respectively (the "Trusts"), which shares may be deemed to be beneficially owned by the Reporting Person.
- (9)
- (10)

Remarks:

In February 2012, the Compensation Committee of the Board of Directors effected its determinations for executive officer compensation.

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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