

Wilcox Mark Alexander  
Form 4  
March 05, 2008

**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 \*  
Wilcox Mark Alexander

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, 8 - 20  
EAST BROADWAY  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/03/2008

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
SVP, Chief Accounting Officer / Corporate Controller

PEMBROKE,  
BERMUDA, 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code V  | Amount  |  |                                   |
| Common Stock                    | 03/03/2008                           |  | A                              | 3,479 (1)   | \$ 0  | D  |                                   |
| Common Stock                    | 03/03/2008                           |  | F                              | 342 (2)   | \$ 53.86  | D  |                                   |

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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**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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Incentive Stock Option (right to buy)      | \$ 53.86   | 03/03/2008                           |  | A                              | 1,856   | 03/03/2009 <sup>(3)</sup> 03/03/2018                     | Common Stock                                      |
| Non-qualified Stock Option (right to buy)  | \$ 53.86   | 03/03/2008                           |  | A                              | 16,958  | 03/03/2009 <sup>(3)</sup> 03/03/2018                     | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |                      |
|---|---------------|-----------|-------------------------------|----------------------|
|   | Director      | 10% Owner | Officer                       | Other                |
| Wilcox Mark Alexander<br>RENAISSANCE HOUSE<br>8 - 20 EAST BROADWAY<br>PEMBROKE,<br>BERMUDA, D0 HM19 |               |           | SVP, Chief Accounting Officer | Corporate Controller |

## Signatures

/s/ Anthony E. Szydowski,  
Attorney-in-Fact

03/05/2008

\_\_\_\_\_\*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 are scheduled to vest in four equal installments beginning on March 3, 2009.
  - (2) Represents exclusively shares withheld by the Registrant in respect of payment of withholding tax liability incurred upon the vesting of restricted shares.
  - (3) On March 3, 2008, the Registrant granted Mr. Wilcox employee stock options comprised of (i) 1,856 incentive stock options which are scheduled to vest in a single installment on March 3, 2012 and (ii) a total of 16,958 non-qualified stock options which are scheduled to vest in four annual installments of 4,704, 4,704, 4,703 and 2,847 beginning on March 3, 2009.

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.