

BRANAGAN IAN D
Form 4
February 14, 2012

FORM 4

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

OMB APPROVAL

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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 *
BRANAGAN IAN D

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

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2012

____ Director
 Officer (give title below) _____ Other (specify below)
SVP, Chief Risk Officer

(Street)

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

PEMBROKE, D0 HM19

(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	Price	
Common Stock	02/13/2012		M ⁽¹⁾		20,993	\$ 44.3	68,476 D
Common Stock	02/13/2012		F ⁽¹⁾		12,747	\$ 72.96	55,729 D
Common Stock	02/13/2012		M ⁽²⁾		8,712	\$ 45.43	64,441 D
Common Stock	02/13/2012		F ⁽²⁾		5,425	\$ 72.96	59,016 D

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

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(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 Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 44.3	02/13/2012		M ⁽¹⁾	20,993	01/03/2007 01/03/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 45.43	02/13/2012		M ⁽²⁾	8,712	05/16/2004 05/16/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRANAGAN IAN D RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM19			SVP, Chief Risk Officer	

Signatures

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

02/14/2012

**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) The transactions reported hereby relate to the exercise of employee stock options originally granted to the Reporting Person on January 3, 2006 with a ten year term.

(2) The transactions reported hereby relate to the exercise of employee stock options originally granted to the Reporting Person on May 16, 2003 with a ten year term.

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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