

KELLY JEFFREY D  
Form 4  
March 05, 2013

**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 \*  
KELLY JEFFREY 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  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2013

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
EVP & CFO

PEMBROKE, D0 HM 19

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)
				(A) or (D)	Price		
Common Stock	03/01/2013		A	22,468 <sup>(1)</sup>	\$ 0	88,400	D
Common Stock	03/01/2013		A	9,203 <sup>(2)</sup>	\$ 0	97,603	D
Common Stock	03/01/2013		M	1,344 <sup>(3)</sup>	<u>(4)</u>	98,947	D
Common Stock	03/01/2013		D	1,344 <sup>(3)</sup>	\$ 87.53	97,603	D
Common Stock	03/01/2013		F	2,664 <sup>(5)</sup>	\$ 87.53	94,939 <sup>(6)</sup>	D



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predetermined peer group of companies, and the satisfaction of applicable service conditions.

- (3) Represents the full value, gross of applicable withholdings, of one quarter of the cash-settled Restricted Stock Units originally granted on March 1, 2010.
- (4) Each Restricted Stock Unit was the economic equivalent of one share of the Issuer's Common Stock. On March 1, 2013, 1,344 of the Reporting Person's Restricted Stock Units were settled for cash.
- (5) 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 on each of March 1, 2010, 2011 and 2012 which vested on March 1, 2013.  
Includes 7,496 shares from prior awards of Performance Shares which will not be earned as the applicable performance conditions were not met, but will remain outstanding under the terms of the Performance Share Plan until the time vesting requirement is met, at which point the shares will be cancelled.
- (6) The Reporting Person received a grant of Restricted Stock Units on March 1, 2010 which vests in four equal annual installments. Each Restricted Stock Unit 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.
- (7) Restricted Stock Unit 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.

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.