

RENAISSANCERE HOLDINGS LTD

Form 4

September 26, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Durhager Peter C

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)  
09/25/2013

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP & Chief Admin. Officer

(Street)

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  
Person

PEMBROKE, D0 HM 19

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                   | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                   |
| Common<br>Stock                       | 09/25/2013                              |                                                             | M <sup>(1)</sup>                     |                                                                     | 21,250                                                                                                             | A                                                                    | \$<br>74.24                             |
| Common<br>Stock                       | 09/25/2013                              |                                                             | F <sup>(1)</sup>                     |                                                                     | 17,465                                                                                                             | D                                                                    | \$<br>90.33                             |
| Common<br>Stock                       | 09/26/2013                              |                                                             | S <sup>(2)</sup>                     |                                                                     | 3,785                                                                                                              | D                                                                    | \$<br>89.98                             |
|                                       |                                         |                                                             |                                      |                                                                     |                                                                                                                    |                                                                      | 87,970                                  |
|                                       |                                         |                                                             |                                      |                                                                     |                                                                                                                    |                                                                      | 70,505                                  |
|                                       |                                         |                                                             |                                      |                                                                     |                                                                                                                    |                                                                      | 66,720 <sup>(3)</sup>                   |

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**

SEC 1474  
(9-02)

**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 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) | 8. Date Exercisable and Expiration Date (Month/Day/Year) | 9. Title | 10. Amount of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|----------|----------------------------------------------------|
| Non-Qualified Stock Option (Right to Buy)  | \$ 74.24                                               | 09/25/2013                           |                                                    | M <sup>(1)</sup>               | 21,250                                                                                  | 08/31/2005 08/31/2014                                    | RNR Common Stock                                            |                                                          |          | 21,250                                             |

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships                    |
|-----------------------------------------------------------------------------|----------------------------------|
|                                                                             | Director 10% Owner Officer Other |
| Durhager Peter C<br>RENAISSANCE HOUSE<br>12 CROW LANE<br>PEMBROKE, D0 HM 19 | EVP & Chief Admin. Officer       |

## Signatures

/s/ Gareth Bahlmann,  
Attorney-in-Fact

09/26/2013

\_\_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 herein relate to the exercise of employee stock options originally granted to the Reporting Person on August 31, 2004 with a ten year term. The exercise was effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the Reporting Person on May 23, 2013.

(2) This transaction reflects the sale of shares, issued on exercise of the employee stock options reported above, as required by the Reporting Person's previously disclosed Rule 10b5-1 trading plan adopted on May 23, 2013.

(3) Includes 7,907 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.

### Remarks:

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See attached footnotes page.

All transactions listed above are pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the Reporting Person

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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