

RENAISSANCERE HOLDINGS LTD

Form 4

February 20, 2015

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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(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, 12
CROW LANE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2015

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

PEMBROKE, D0 HM 19

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

(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 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 (A) or (D)	Price	
Common Stock	02/18/2015		D ⁽¹⁾		2,000	D \$ 103.44	70,374 D
Common Stock	02/18/2015		D ⁽²⁾		1,786	D \$ 103.44	68,588 D
Common Stock	02/18/2015		D ⁽³⁾		1,645	D \$ 103.44	66,943 D

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

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SEC 1474
(9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wilcox Mark Alexander RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19	SVP, Chief Accounting Officer Corporate Controller

Signatures

/S/ Stephen H. Weinstein,
Attorney-in-Fact 02/20/2015

**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) Represents cancellation of all of the shares originally comprising the third tranche of the March 1, 2012 grant as a result of the Issuer's Total Shareholder Return ("TSR") for the calendar year 2014 performance period relative to the members of a predetermined peer group reflecting the Committee's determinations of the performance criteria for that tranche. See remarks for additional detail.
- (2) Represents cancellation of all of the shares originally comprising the second tranche of the March 1, 2013 grant as a result of the Issuer's TSR for the calendar-year 2014 performance period relative to the members of a predetermined peer group reflecting the Committee's determination of the performance criteria for that tranche. See remarks for additional detail.
- (3) Represents cancellation of all of the shares originally comprising the first tranche of the March 3, 2014 grant as a result of the Issuer's TSR for the calendar-year 2014 performance period relative to the members of a predetermined peer group reflecting the Committee's determination of the performance criteria for that tranche. See remarks for additional detail.

Remarks:

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On March 1, 2012, March 1, 2013, and March 3, 2014, the Reporting Person was granted performance-based restricted Comm

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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