

Curtis Ross
 Form 4
 February 04, 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 *
 Curtis Ross

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)
 01/31/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 CUO - European Operations

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/31/2013 | | M ⁽¹⁾ | | 5,452 | A | \$ 49.175,931 |
| Common Stock | 01/31/2013 | | M ⁽²⁾ | | 16,440 | A | \$ 37.5192,371 |
| Common Stock | 01/31/2013 | | F ⁽¹⁾ | | 3,126 | D | \$ 85.6489,245 |
| Common Stock | 01/31/2013 | | F ⁽²⁾ | | 7,201 | D | \$ 85.6482,044 |
| Common Stock | 02/01/2013 | | S | | 4,765 | D | \$ 85.8877,279 |

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| | | | | | | | |
|--------------|------------|--|---|-------|-----|-------|----------|
| | | | | | (3) | | |
| | | | | | \$ | | |
| Common Stock | 02/01/2013 | | S | 6,800 | D | 86.36 | 70,479 D |
| | | | | | | (4) | |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (Right to Buy) | \$ 37.51 | 01/31/2013 | | M ⁽²⁾ | 16,440 | 11/04/2006 11/04/2015 | RNR Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 49.1 | 01/31/2013 | | M ⁽¹⁾ | 5,452 | 03/21/2006 03/21/2015 | RNR Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| Curtis Ross RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19 | | | | CUO - European Operations |

Signatures

/S/ Stephen H. Weinstein,
Attorney-in-Fact

02/04/2013

__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 hereby relate to the exercise of employee stock options originally granted to the Reporting Person on March 21, 2005 with a ten year term. The exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 29, 2011.

(2) The transactions reported hereby relate to the exercise of employee stock options originally granted to the Reporting Person on November 4, 2005 with a ten year term. The exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 29, 2011.

(3) Represents a weighted average sale price; the sales prices ranged from \$85.18 to \$86.17. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.

(4) Represents a weighted average sale price; the sales prices ranged from \$86.18 to \$86.54. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.

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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