

RENAISSANCERE HOLDINGS LTD

Form 4

October 22, 2015

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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
10/20/2015

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, Chief Risk Officer

RENAISSANCE HOUSE, 12 CROW LANE

(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 HM 19

(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 (D) Price			
Common Stock	10/15/2014		G ⁽¹⁾	14,775 D \$ 0	54,484 ⁽²⁾	D	
Common Stock	10/15/2014		G ⁽¹⁾	14,775 A \$ 0	13,109 ⁽²⁾	I	By spouse
Common Stock	10/20/2015		S ⁽³⁾	2,000 D \$ 110	52,484	D	
Common Stock	10/20/2015		S ⁽⁴⁾	1,666 D \$ 110.07 ⁽⁵⁾	11,443	I	By spouse

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRANAGAN IAN D RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19			SVP, Chief Risk Officer	

Signatures

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

10/22/2015

____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).

- This transaction involved a gift of securities by the Reporting Person to his spouse. The Reporting Person disclaims beneficial ownership of the shares held by his spouse, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of his spouse's shares for purposes of Section 16 or for any other purpose.
- (1) of the shares held by his spouse, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of his spouse's shares for purposes of Section 16 or for any other purpose.
 - (2) Reflects the previously reported sale, on June 18, 2015, of 1,666 of these gifted shares.
 - (3) The transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 25, 2015.
 - (4) The transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person's spouse on March 5, 2015.

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- Represents a weighted average price. The shares were sold in multiple transactions at prices ranged from \$110.00 to \$110.16. The
- (5) Reporting Person undertakes to provide the full information regarding the number of shares sold at each price to the Commission, the issuer or a security holder of the issuer upon request.

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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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