

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>ODonnell Kevin</u> (Last) (First) (Middle) <u>RENAISSANCE HOUSE</u> <u>8-20 EAST BROADWAY</u> (Street) <u>PEMBROKE HM</u> <u>19, BERMUDA</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RENAISSANCERE HOLDINGS LTD [RNR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres, Ren Rein. Ltd.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	05/03/2007		S		5,045 ⁽¹⁾	D	\$55.07	72,674	D	
Common Stock	05/04/2007		S		12,199 ⁽¹⁾	D	\$55.04	60,475	D	
Common Stock	05/03/2007		S		6,902 ⁽¹⁾	D	\$55.07	41,422	I	by Partnership ⁽³⁾
Common Stock	05/04/2007		S		16,687 ⁽¹⁾	D	\$55.04	24,735	I	by Partnership ⁽³⁾
Common Stock ⁽¹⁾								5,088	I	by Spouse
Common Stock ⁽¹⁾								162	I	by Family Trust ⁽²⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. This Form reflects the sale of shares which may be deemed to be beneficially owned by the Reporting Person on May 3 and 4, 2007 for the aggregate number of securities and average price shown herein. The sales were effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the Reporting Person on March 9, 2007. Detailed information regarding these sales is reflected in Exhibit 99.1 attached hereto.
2. These securities are held by a trust for the benefit of immediate family members of the reporting person.
3. These securities are owned and controlled by a family limited partnership for the benefit of immediate family members of the reporting person and may be deemed to be beneficially owned by the reporting person.

/s/ Kevin J. O'Donnell 05/07/2007
** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

List of Transactions

Title of Security	Transaction Date	Transaction Code	Securities Acquired or Disposed of			Amount of Securities Beneficially Owned Following Reported Transaction	Ownership Form: Direct (D) or Indirect (I)
			Amount	(A) or (D)	Price		
						77719	
Common Stock	05/03/2007	S	2440	D	55.00	75279	D
Common Stock	05/03/2007	S	16	D	55.01	75263	D
Common Stock	05/03/2007	S	100	D	55.10	75163	D
Common Stock	05/03/2007	S	2489	D	55.15	72674	D
			5045		55.07		
Common Stock	05/04/2007	S	16	D	55.03	72658	D
Common Stock	05/04/2007	S	16	D	55.04	72642	D
Common Stock	05/04/2007	S	16	D	55.09	72626	D
Common Stock	05/04/2007	S	16	D	55.08	72610	D
Common Stock	05/04/2007	S	16	D	55.06	72594	D
Common Stock	05/04/2007	S	167	D	55.05	72427	D
Common Stock	05/04/2007	S	34	D	55.02	72393	D
Common Stock	05/04/2007	S	266	D	55.01	72127	D
Common Stock	05/04/2007	S	11652	D	55.00	60475	D
			12199		55.04		
						48324	
Common Stock	05/03/2007	S	3337	D	55.00	44987	I
Common Stock	05/03/2007	S	23	D	55.01	44964	I
Common Stock	05/03/2007	S	136	D	55.10	44828	I
Common Stock	05/03/2007	S	3406	D	55.15	41422	I
			6902		55.07		
Common Stock	05/04/2007	S	23	D	55.03	41399	I
Common Stock	05/04/2007	S	23	D	55.04	41376	I
Common Stock	05/04/2007	S	23	D	55.09	41353	I
Common Stock	05/04/2007	S	23	D	55.08	41330	I
Common Stock	05/04/2007	S	23	D	55.06	41307	I
Common Stock	05/04/2007	S	226	D	55.05	41081	I
Common Stock	05/04/2007	S	45	D	55.02	41036	I
Common Stock	05/04/2007	S	362	D	55.01	40674	I
Common Stock	05/04/2007	S	15939	D	55.00	24735	I
			16687		55.04		
			40833				