FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, I | D.C. | 20549 |
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| STATEMENT | OF CHANGES | S IN BENEFICIAI | L OWNERSHIP |
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OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| 1. Name and Address of Reporting Person* <u>COOPER THOMAS A</u> | | | | | ENA | | | | | | <u>LTI</u> | 2[| | | all app | olicable) | | o Issuer % Owner |
|---|--|--|--|---|--|--|--|--|--|---|--|--|----------------------------------|---|--|--|--|--|
| SANCE H | OUSE | (Middle) | | 3. 🗅 | 3. Date of Earliest Transaction (Month/Day/Year) 03/03/2008 | | | | | | | | | | | | | ner (specify ow) |
| DA | | HM 19 | | 4. If | | | | | | | | | | | ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| | Tal | ole I - No | n-Deriv | ative | Se | curitie | s Acc | quired, | Dis | posed o | f, or | Ben | efici | ally (| Owne | ed | | |
| | | Date | Date (Month/Day/Year) | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. | | Disposed Of (D) (Instr. 3, | | | | 4 and Secur Bene Owne | | ties cially I Following | Form: Direc | of Indirect | |
| | | | | | | | | Code | v | Amount | | (A) or (D) | Pric | , | Transa | ction(s) | | (iiisti. 4) |
| Common Stock 03 | | | 03/03 | 3/2008 | 3 | | | A | | 1,857 | 1) | A | \$(| 0.0 | 4 | 9,498 | D | |
| Stock | | | | | | | | | | | | | | | (| 5,535 | I | by Trusts ⁽²⁾ |
| Common Stock | | | | | | | | | | | | | 423 | | | I | by Spouse | |
| | ٦ | | | | | | | | | | | | | | vned | | | |
| 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) 3. Transaction Date Execution Date, if any (Month/Day/Year) | | | | ion of Derivative (Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | | Amoun or Numbe | | ount | Derivative Security (Instr. 5) | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4) | Ownersi Form: Direct (E or Indire (I) (Instr. | Beneficial Ownership ct (Instr. 4) | | |
| | (F. SANCE H ST BROAT OKE DA (S Security (Ins Stock Stock Stock | (First) SANCE HOUSE ST BROADWAY OKE DA (State) Tak Security (Instr. 3) Stock Stock Conversion or Exercise Price of Derivative [Month/Day/Year] | (First) (Middle) SANCE HOUSE ST BROADWAY OKE DA (State) (State) (State) (Table I - Note that the state of the state o | (First) (Middle) SANCE HOUSE ST BROADWAY OKE DA (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Trans Date (Month/ Stock Stock Table II - Derivat (e.g., pi Conversion or Exercise Price of Derivative (Month/Day/Year) 2. Table II - Derivat (e.g., pi | ER THOMAS A (First) (Middle) SANCE HOUSE ST BROADWAY OKE DA (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Stock Table II - Derivative S (e.g., puts, c) Conversion or Exercise Price of Derivative (Month/Day/Year) Stock 3. Deemed Execution Date, if any (Month/Day/Year) If any (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. 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Explanation of Responses:

- 1. These shares are scheduled to vest in three equal installments beginning on March 3, 2009.
- 2. These securities are held by a trust for the benefit of immediate family members of the reporting person.

/s/ Anthony E. Szydlowski, Attorney-in-Fact

03/05/2008

** 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.

CONFIRMING STATEMENT

This Statement confirms that the undersigned, Thomas A. Cooper, has authorized and designated each of Fred R. Donner, Stephen H. Weinstein, Mark A. Wilcox, Diana R. Davies, Anthony E. Szydlowski and Jacqui van Beelen (each with full power of substitution) to execute and file any Statements of Changes of Beneficial Ownership of Securities (on Form 3, Form 4, Form 5) on the undersigned's behalf (including any supplements or amendments thereto) that the undersigned is required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of RenaissanceRe Holdings Ltd. The authority of such persons under this Statement shall continue until June 1, 2011, unless earlier revoked in writing. The undersigned expressly acknowledges that none of the above persons is assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities and Exchange Act of 1934.

Dated as of: March 5, 2008

/s/ Thomas A. Cooper

Thomas A. Cooper