

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>DONNER FRED ROBERT</u>			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>EVP &amp; CFO</u>	
(Last) (First) (Middle) <u>RENAISSANCE HOUSE</u> <u>8-20 EAST BROADWAY</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>03/03/2008</u>			
(Street) <u>PEMBROKE D0 HM 19</u> <u>BERMUDA</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	03/03/2008		A		7,772 <sup>(1)</sup>	A	\$0	49,158	D	
Common Stock	03/03/2008		F		675 <sup>(2)</sup>	D	\$53.86	48,483	D	

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				
Incentive Stock Option (right to buy)	\$53.86	03/03/2008		A		1,856		03/03/2012 <sup>(3)</sup>	03/03/2018	Common Stock	1,856	\$0.00	1,856	D	
Non-qualified Stock Option (right to buy)	\$53.86	03/03/2008		A		40,173		03/03/2009 <sup>(3)</sup>	03/03/2018	Common Stock	40,173	\$0.00	40,173	D	

Explanation of Responses:

1. These shares are scheduled to vest in four equal installments beginning on March 3, 2009.
2. Represents exclusively shares withheld by the Registrant in respect of payment of withholding tax liability incurred upon the vesting of restricted shares.
3. On March 3, 2008, the Registrant granted Mr. Donner employee stock options comprised of (i) 1,856 incentive stock options which are scheduled to vest in a single installment on March 3, 2012 and (ii) a total of 40,173 non-qualified stock options which are scheduled to vest in four annual installments of 10,507, 10,507, 10,507 and 8,652 beginning on March 3, 2009.

/s/ Anthony E. Szydlowski,  
Attorney-in-Fact  
\*\* Signature of Reporting Person

03/05/2008  
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, Fred R. Donner, has authorized and designated each of 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/ Fred R. Donner

Fred R. Donner