SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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[*]

 Weinstein Stephen Howard

 (Last)   (First)   (Middle)

 RENAISSANCE HOUSE
 8-20 EAST BROADWAY

 (Street)

 PEMBROKE, BERMUDA   D0   HM19

 (City)   (State)   (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 RENAISSANCERE HOLDINGS LTD [RNR]

 3. Date of Earliest Transaction (Month/Day/Year)
 03/02/2009

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 Director _____ 10% Owner
 X Officer (give title below) _____ Other (specify below)

 SVP, General Counsel & Secty

 6. Individual or Joint/Group Filing (Check Applicable Line)
 X Form filed by One Reporting Person
 _____ Form filed by More than One Reporting Person |

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	01/08/2009		G	V	1,028	D	$0.00	56,311	D	
Common Stock	01/08/2009		G	V	1,028	A	$0.00	3,436	I	by Trusts[1]
Common Stock	03/02/2009		A		40,881[2]	A	$0.0	97,192	D	
Common Stock	03/02/2009		F		976[3]	D	$44.03	96,216	D	
Common Stock	03/03/2009		F		360[3]	D	$43.01	95,856	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				

Explanation of Responses:

1. These shares were gifted to and directly held by two separate trusts for the benefit of each of two minor children of the Reporting Person, respectively, and may be deemed to be beneficially owned by the Reporting Person.
2. These shares will vest in four equal installments beginning on March 2, 2010.
3. Represents exclusively shares withheld by the Registrant in respect of payment of withholding tax liability incurred upon the vesting of restricted shares.

/s/ Anthony E. Szydlowski, Attorney-in-Fact   03/04/2009

** Signature of Reporting Person   Date