

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>ODonnell Kevin</u> (Last) (First) (Middle) <u>RENAISSANCE HOUSE</u> <u>8-20 EAST BROADWAY</u> (Street) <u>PEMBROKE, D0 HM19</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RENAISSANCERE HOLDINGS LTD [RNR]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/04/2010</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Global CUO,Pres,RenReins.Ltd</u>
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	05/04/2010		M ⁽¹⁾		33,933	A	\$12.4	153,402	D	
Common Stock	05/04/2010		F		16,879	D	\$54.67	136,523	D	
Common Stock	05/04/2010		M ⁽¹⁾		13,755	A	\$37.87	150,278	D	
Common Stock	05/04/2010		F		11,008	D	\$54.67	139,270	D	
Common Stock	05/04/2010		M ⁽¹⁾		12,402	A	\$41.98	151,672	D	
Common Stock	05/04/2010		F		10,531	D	\$54.67	141,141	D	
Common Stock	05/04/2010		M ⁽¹⁾		17,641	A	\$45.38	158,782	D	
Common Stock	05/04/2010		F		15,693	D	\$54.67	143,089	D	
Common Stock	05/04/2010		M ⁽¹⁾		8,067	A	\$12.4	151,156	D	
Common Stock	05/04/2010		F		1,830	D	\$54.67	149,326	D	
Common Stock								14,966	I	by Partnership ⁽²⁾
Common Stock								5,088	I	by Spouse
Common Stock								162	I	by Family Trust ⁽³⁾

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				
Non-Qualified Stock Option (right to buy)	\$12.4	05/04/2010		M ⁽¹⁾			33,933	05/04/2001	05/04/2010	Common Stock	33,933	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$37.87	05/04/2010		M ⁽¹⁾			13,755	05/16/2002	05/04/2010	Common Stock	13,755	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$41.98	05/04/2010		M ⁽¹⁾			12,402	11/06/2002	05/04/2010	Common Stock	12,402	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$45.38	05/04/2010		M ⁽¹⁾			17,641	11/07/2003	05/04/2010	Common Stock	17,641	\$0.0	0	D	
Incentive Stock Option (right to buy)	\$12.4	05/04/2010		M ⁽¹⁾			8,067	05/04/2003	05/04/2010	Common Stock	8,067	\$0.0	0	D	

Explanation of Responses:

1. The transactions reported hereby relate to the exercise of employee stock options originally granted to the Reporting Person on May 5, 1998 with a ten year term, and accordingly were automatically exercised on the date they would have otherwise expired.

2. 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.
3. These securities are held by a trust for the benefit of immediate family members of the Reporting Person and may be deemed to be beneficially owned by the Reporting Person.

/s/ Stephen H. Weinstein, Attorney-in-Fact 05/06/2010

** 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.

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