

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>12 CROW LANE</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>01/31/2011</u> 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) <u>Global CUO, Pres, RenReins.Ltd</u> 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	01/31/2011		S ⁽¹⁾		14,778	D	\$65.5 ⁽²⁾	154,562	D	
Common Stock	01/31/2011		M		37,588	A	\$52.9	192,150	D	
Common Stock	01/31/2011		F		32,123	D	\$65.62	160,027	D	
Common Stock	01/31/2011		M		28,000	A	\$39.07	188,027	D	
Common Stock	01/31/2011		F		19,841	D	\$65.62	168,186	D	
Common Stock	02/01/2011		S ⁽³⁾		21,012	D	\$65.81 ⁽⁴⁾	147,174	D	
Common Stock	01/31/2011		S ⁽¹⁾		8,198	D	\$65.4 ⁽⁵⁾	5,178	I	by Partnership ⁽⁶⁾
Common Stock	02/01/2011		S ⁽³⁾		4,099	D	\$65.97 ⁽⁷⁾	1,079	I	by Partnership ⁽⁶⁾
Common Stock	01/31/2011		S ⁽¹⁾		3,392	D	\$65.3 ⁽⁸⁾	1,696	I	by Spouse
Common Stock	02/01/2011		S ⁽³⁾		1,696	D	\$65.96 ⁽⁹⁾	0	I	by Spouse

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)	\$52.9	01/31/2011		M ⁽¹⁰⁾			37,588	03/03/2005	03/03/2014	Common Stock	37,588	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$39.07	01/31/2011		M ⁽¹¹⁾			28,000	11/19/2003	11/19/2012	Common Stock	28,000	\$0	0	D	

Explanation of Responses:

- This form reflects the sale of shares which may be deemed to be beneficially owned by the Reporting Person on January 31, 2011. The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 29, 2010.
- Represents a weighted average sale price; the sales prices ranged from \$65.14 to \$65.74. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.
- This form reflects the sale of shares which may be deemed to be beneficially owned by the Reporting Person on February 1, 2011. The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 29, 2010.
- Represents a weighted average sale price; the sales prices ranged from \$65.53 to \$66.00. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.
- Represents a weighted average sale price; the sales prices ranged from \$65.14 to \$65.62. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.
- 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.
- Represents a weighted average sale price; the sales prices ranged from \$65.95 to \$65.99. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.
- Represents a weighted average sale price; the sales prices ranged from \$65.14 to \$65.42. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.
- Represents a weighted average sale price; the sales prices ranged from \$65.95 to \$65.98. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.
- The transactions reported hereby relate to the exercise of employee stock options originally granted to the Reporting Person on March 3, 2004 with a ten year term. The exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 29, 2010.

11. The transactions reported hereby relate to the exercise of employee stock options originally granted to the Reporting Person on November 19, 2002 with a ten year term. The exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 29, 2010.

Remarks:

In prior Form 4 filings of the Reporting Person, 1,440 shares were incorrectly reported as being owned by the family limited partnership instead of by the Reporting Person directly due to a clerical error by the Registrant. This Form 4 properly reports the 1,440 shares as being owned directly by the Reporting Person.

/s/ Kevin J. O'Donnell

02/02/2011

** 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.