# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden 0.5 hours per response:

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 BUSHNELL DAVID C			2. Issuer Name and Ticker or Trading Symbol RENAISSANCERE HOLDINGS LTD [ RNR ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
BUSHNELL L	<u>AVID C</u>		[ ]	X	Director	10% Owner			
					Officer (give title below)	Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		Delow)	Delow)			
RENAISSANCE I	HOUSE		03/01/2011						
12 CROW LANE									
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi	dual or Joint/Group Filing (Che	eck Applicable Line)			
(Street)	D0	HM 19		X	Form filed by One Reporting	g Person			
	DU				Form filed by More than One	e Reporting Person			
(City)	(State)	(Zip)							

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (In		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported		7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	03/01/2011		Α		1,661(1)	Α	\$ <mark>0</mark>	7,885	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	ise (Month/Day/Year) /e	3A. Deemed Execution Date, if any (Month/Day/Year)	, , , , , , , , , , , , , , , , , , ,		Derivative		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)	Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		

Explanation of Responses:

1. These shares are scheduled to vest in three equal installments beginning on March 1, 2012.

/s/ Dierk A. Flemming, Attorney-03/03/2011 in-fact

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  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.