

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>CURRIE NEILL A</u>  (Last) (First) (Middle) <u>RENAISSANCE HOUSE</u> <u>12 CROW LANE</u>  (Street) <u>PEMBROKE</u> <u>D0</u> <u>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>02/21/2012</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres. &amp; Chief Executive Officer</u>  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
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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	02/21/2012		F		16,446 <sup>(1)</sup>	D	\$73.52	337,437	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents exclusively shares withheld by the Registrant in respect of payment of withholding tax liability incurred upon the vesting of the Performance Shares. See Remarks below.

Remarks:

In February 2009, the Registrant and the Reporting Person entered into a renewal of the Reporting Person's employment agreement which provided that the Reporting Person would receive a special retention equity award of restricted Common Shares subject to certain service and performance-based vesting conditions under the Registrant's proposed 2010 Performance Based Equity Incentive Plan ("Performance Shares") on or about February 22, 2010. The Reporting Person subsequently agreed to defer the issuance of the Performance Shares award until after the Registrant's 2010 Annual General Meeting of shareholders. On June 9, 2010, the Reporting Person was granted the Performance Shares award contemplated by the renewal terms of his 2009 employment agreement, subject to vesting in four substantially equal tranches beginning February 22, 2011. The satisfaction of the performance-based vesting component for a given year was determined by the Compensation Committee of the Issuer's Board (the "Compensation Committee") to be a function of the Registrant's Total Shareholder Return during the given calendar-year period relative to the members of a predetermined peer group; for this special retention award the Compensation Committee established a maximum payout percentage of 175% of target, compared to maximum payout percentage of 250% for Performance Shares granted to Named Executive Officers of the Issuer in conjunction with annual incentive awards. On February 21, 2012, the Compensation Committee determined the Issuer's Total Shareholder Return relative to the members of such peer group; with the performance of the Issuer being such that the maximal award of 175% available in respect of this tranche of the special equity award was realized. This Form accordingly reports the Performance Shares from the second tranche of the Reporting Person's June 2010 grant that have vested and the subsequent withholding of shares for taxes on the vested shares.

/s/ Dierk A. Flemming, Attorney-in-Fact 02/23/2012

\*\* 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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