

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>KELLY JEFFREY D</u> (Last) (First) (Middle) <u>RENAISSANCE HOUSE</u> <u>12 CROW LANE</u> (Street) <u>PEMBROKE D0 HM 19</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>03/01/2012</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>EVP & CFO</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	03/01/2012		A		13,484 ⁽¹⁾	A	\$0.0	78,927	D	
Common Stock (Performance Based)	03/01/2012		A		11,236 ⁽²⁾	A	\$0.0	90,163	D	
Common Stock	03/01/2012		F		1,820 ⁽³⁾	D	\$71.69	88,343	D	
Common Stock ⁽⁴⁾	03/01/2012		M		1,344 ⁽⁵⁾	A	⁽⁶⁾	89,687	D	
Common Stock ⁽⁴⁾	03/01/2012		D		1,344 ⁽⁵⁾	D	\$71.69	88,343	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				
Restricted Stock Units ⁽⁴⁾	⁽⁴⁾ (6)	03/01/2012		M			1,344 ⁽⁵⁾	⁽⁴⁾	⁽⁴⁾	Common Stock	1,344 ⁽⁵⁾	⁽⁴⁾ (6)	2,688	D	

Explanation of Responses:

- These shares will vest in four equal annual installments beginning on March 1, 2013.
- Grant of restricted Common Stock of the Issuer, pursuant to its 2010 Performance-based Equity Incentive Plan. Vesting of these shares is subject to the satisfaction of both certain service-and performance-based vesting conditions. The amount of 11,236 reported as granted represents the maximum potential achievable award assuming maximum performance attainment in each of the subsequent three years, compared to a "target" award value equivalent to 4,494 shares. If minimal performance conditions are not met, all shares will be returned to the Performance Share Plan. The grant consists of three substantially equal performance measurement periods, and the number of shares in each tranche that ultimately vest is a function of the Issuer's Total Shareholder Return during a given calendar-year period relative to the members of a predetermined peer group of companies, and the satisfaction of applicable service conditions.
- This represents shares withheld by the Registrant in respect of payment of withholding tax liability incurred upon the vesting of restricted shares from grants made in two prior years which vested on March 1, 2012.
- The Reporting Person received a grant of Cash-Settled Restricted Stock Units ("CSRUs") on March 1, 2010 which vest in four equal annual installments beginning on March 1, 2011. Each CSRU represents a contingent right to receive, upon settlement, cash equal to the closing fair market value of one Common Share of the Issuer on the date of vesting.
- Represents the full value, gross of any applicable withholdings, of one quarter of the original CSRU grant which vested on March 1, 2012.
- Each CSRU was the economic equivalent of one share of the Issuer's Common Stock. On March 1, 2012, 1,344 of the Reporting Person's CSRUs were settled for cash.

Remarks:

In February 2012, the Compensation Committee of the Board of Directors effected its determinations for executive officer compensation for 2012, including with respect to equity and equity-linked instruments. The Committee determined that equity awards to senior management should be comprised of 75% restricted stock under the Issuer's amended and restated 2001 Stock Incentive Plan, and 25% performance-based restricted stock issued under the Issuer's 2010 Performance-based Equity Incentive Share Plan. The restricted stock awards vest in equal annual installments over four years beginning on March 1, 2013, and the performance-based restricted stock awards vest at the end of three years on December 31, 2014 and are subject to three annual performance measurement periods.

/s/ Dierk A. Flemming, Attorney-in-Fact 03/05/2012

** 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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