

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

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>BRANAGAN IAN 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>02/11/2013</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>SVP, Chief Risk Officer</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
---	---	---

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	02/11/2013		M ⁽¹⁾		15,644	A	\$53.96	82,245	D	
Common Stock	02/11/2013		M ⁽²⁾		18,814	A	\$53.86	101,059	D	
Common Stock	02/11/2013		F ⁽¹⁾		10,031	D	\$84.16	91,028	D	
Common Stock	02/11/2013		F ⁽²⁾		12,041	D	\$84.16	78,987	D	
Common Stock	02/13/2013		S ⁽³⁾		12,386	D	\$84.82 ⁽⁴⁾	66,601	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				
Non-Qualified Stock Option (Right to Buy)	\$53.96	02/11/2013		M ⁽¹⁾			15,644	03/12/2005	03/12/2014	RNR Common Stock	15,644	\$0.00	0	D	
Non-Qualified Stock Option (Right to Buy)	\$53.86	02/11/2013		M ⁽²⁾			18,814	03/03/2009	03/03/2018	RNR Common Stock	18,814	\$0.00	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 March 12, 2004 with a ten year term. The exercise was effected pursuant to the terms of an irrevocable instruction letter adopted by the Reporting Person on August 31, 2012 which includes sale mechanics intended to be substantially identical to a 10b5-1 plan.
2. The transactions reported hereby relate to the exercise of employee stock options originally granted to the Reporting Person on March 3, 2008 with a ten year term. The exercise was effected pursuant to the terms of an irrevocable instruction letter adopted by the Reporting Person on August 31, 2012 which includes sale mechanics intended to be substantially identical to a 10b5-1 plan.
3. This form reflects the sale of shares which may be deemed to be beneficially owned by the Reporting Person on February 13, 2013. The sale was effected pursuant to the terms of an irrevocable instruction letter adopted by the Reporting Person on August 31, 2012 which includes sale mechanics intended to be substantially identical to a 10b5-1 plan.
4. Represents a weighted average sale price; the sales prices ranged from \$84.55 to \$85.22. 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.

Remarks:

/s/ Stephen H. Weinstein,
 Attorney-in-Fact

02/13/2013

** 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.