

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>Wilcox Mark Alexander</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>03/06/2014</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 <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>SVP, Chief Accounting Officer / Corporate Controller</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	03/06/2014		M ⁽¹⁾		3,028	A	\$53.96	78,102	D	
Common Stock	03/06/2014		M ⁽²⁾		3,612	A	\$49.1	81,714	D	
Common Stock	03/06/2014		F ⁽²⁾		1,849	D	\$95.93	79,865	D	
Common Stock	03/06/2014		F ⁽¹⁾		1,704	D	\$95.93	78,161 ⁽³⁾	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				
Incentive Stock Option (Right to Buy)	\$53.96	03/06/2014		M ⁽¹⁾			3,028	03/12/2005	03/12/2014	RNR Common Stock	3,028	\$0.00	0	D	
Incentive Stock Option (Right to Buy)	\$49.1	03/06/2014		M ⁽²⁾			3,612	03/21/2006	03/21/2015	RNR Common Stock	3,612	\$0.00	0	D	

Explanation of Responses:

1. The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person under the Amended and Restated 2001 Stock Incentive Plan ("2001 plan") on March 12, 2004 with a ten year term. The exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 5, 2013.
2. The transactions reported herein relate to the exercise of employee stock options originally granted to the Reporting Person under the 2001 plan on March 21, 2005 with a ten year term. The exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 5, 2013.
3. Includes 5,788 shares from prior awards of Performance Shares which will not be earned as the applicable performance conditions were not met, but will remain outstanding under the terms of the 2010 Performance-based Equity Incentive Plan until the time vesting requirement is met, at which point the shares will be cancelled.

Remarks:

See attached footnotes page. All transactions listed above are pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 5, 2013.

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

03/10/2014

** 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.