

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>Weinstein Stephen Howard</u>			2. Issuer Name and Ticker or Trading Symbol <u>RENAISSANCERE HOLDINGS LTD [RNR]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, General Counsel & Secty</u>		
(Last) (First) (Middle) <u>RENAISSANCE HOUSE</u> <u>12 CROW LANE</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>12/01/2016</u>					
(Street) <u>PEMBROKE D0 HM 19</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			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		
(City) (State) (Zip)								

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	12/01/2016		M ⁽¹⁾⁽²⁾		5,865	A	\$51.13	85,376	D	
Common Stock	12/01/2016		F ⁽¹⁾⁽²⁾		2,296	D	\$130.64	83,080	D	
Common Stock	12/01/2016		M ⁽¹⁾⁽²⁾		46,182	A	\$51.13	129,262	D	
Common Stock	12/01/2016		F ⁽¹⁾⁽²⁾		29,206	D	\$130.64	100,056	D	
Common Stock	12/02/2016		S ⁽¹⁾		16,976	D	\$130.62 ⁽³⁾	83,080	D	
Common Stock								2,140	I	by Trusts ⁽⁴⁾

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				
Incentive Stock Option (Right to Buy)	\$51.13	12/01/2016		M ⁽¹⁾⁽²⁾		5,865	(5)	03/01/2017	RNR Common Stock	5,865	\$0.00	0	D	
Non-Qualified Stock Options (Right to Buy)	\$51.13	12/01/2016		M ⁽¹⁾⁽²⁾		46,182	(5)	03/01/2017	RNR Common Stock	46,182	\$0.00	0	D	

Explanation of Responses:

1. All of the transactions reported hereby were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 27, 2016.

2. The transactions reported hereby relate exclusively to the exercise of employee stock options originally granted to the Reporting Person on March 1, 2007 with a ten year term.

3. Represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$130.06 to \$130.99. The reporting person undertakes to provide the full information regarding the number of shares sold at each price to the Commission, the issuer or a security holder of the issuer upon request.

4. Represents shares held by two separate trusts for the benefit of each of two minor children of the Reporting Person (collectively, the "Trusts"), which shares may be deemed to be beneficially owned by the Reporting Person.

5. Vested in four equal annual installments beginning on March 1, 2008.

Remarks:

/S/ Stephen H. Weinstein 12/05/2016
** 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.