

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Wilcox Mark Alexander</u> (Last) (First) (Middle) <u>RENAISSANCE HOUSE</u> <u>8-20 EAST BROADWAY</u> (Street) <u>PEMBROKE</u> <u>HM 19,</u> <u>BERMUDA</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RENAISSANCERE HOLDINGS LTD</u> [<u>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, CAO & Corp. Contr.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2007</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

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			
<u>Common Stock</u>	<u>03/01/2007</u>		<u>A</u>		<u>5,480⁽¹⁾</u>	<u>A</u>	<u>\$0</u>	<u>20,590</u>	<u>D</u>	

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				
<u>Non-qualified Stock Option (right to buy)</u>	<u>\$51.13</u>	<u>03/01/2007</u>		<u>A</u>		<u>12,400</u>		<u>03/01/2008⁽²⁾</u>	<u>03/01/2017</u>	<u>Common Stock</u>	<u>12,400</u>	<u>\$0</u>	<u>12,400</u>	<u>D</u>	
<u>Incentive Stock Option (right to buy)</u>	<u>\$51.13</u>	<u>03/01/2007</u>		<u>A</u>		<u>5,865</u>		<u>03/01/2009⁽²⁾</u>	<u>03/01/2017</u>	<u>Common Stock</u>	<u>5,865</u>	<u>\$0</u>	<u>5,865</u>	<u>D</u>	

Explanation of Responses:

1. These shares will vest in four equal annual installments beginning on March 1, 2008.
2. On March 1, 2007, the Registrant granted a total of 18,265 options to Mr. Wilcox, which, in the aggregate, vest in four equal annual installments beginning on March 1, 2008 (the 5,865 incentive stock options vest in three equal annual installments beginning on March 1, 2009; the 12,400 non-qualified stock options vest in four annual installments of 4,566, 2,611, 2,611, and 2,611 beginning on March 1, 2008).

/s/ Mark A. Wilcox
** Signature of Reporting Person

03/05/2007
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.