

BRANAGAN IAN D
Form 4
February 13, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRANAGAN IAN D

2. Issuer Name and Ticker or Trading Symbol
RENAISSANCERE HOLDINGS LTD [RNR]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, Chief Risk Officer

(Last) (First) (Middle)
RENAISSANCE HOUSE, 12
CROW LANE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2013

PEMBROKE, D0 HM 19

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D)	Price		
				Code V	Amount		
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	66,601	D

(4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
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
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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRANAGAN IAN D RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19			SVP, Chief Risk Officer	

Signatures

/S/ Stephen H. Weinstein,
Attorney-in-Fact 02/13/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1)

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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.

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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