

ODonnell Kevin
Form 4
May 06, 2010

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 *
ODonnell Kevin

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2010

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Global CUO, Pres, RenReins.Ltd

RENAISSANCE HOUSE, 8-20 EAST BROADWAY

(Street)

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

PEMBROKE, BERMUDA, D0 HM19

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/04/2010		M ⁽¹⁾	33,933 A \$ 12.4	153,402	D	
Common Stock	05/04/2010		F	16,879 D \$ 54.67	136,523	D	
Common Stock	05/04/2010		M ⁽¹⁾	13,755 A \$ 37.87	150,278	D	
Common Stock	05/04/2010		F	11,008 D \$ 54.67	139,270	D	
	05/04/2010		M ⁽¹⁾	12,402 A	151,672	D	

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Common Stock					\$ 41.98			
Common Stock	05/04/2010	F	10,531	D	\$ 54.67	141,141	D	
Common Stock	05/04/2010	M ⁽¹⁾	17,641	A	\$ 45.38	158,782	D	
Common Stock	05/04/2010	F	15,693	D	\$ 54.67	143,089	D	
Common Stock	05/04/2010	M ⁽¹⁾	8,067	A	\$ 12.4	151,156	D	
Common Stock	05/04/2010	F	1,830	D	\$ 54.67	149,326	D	
Common Stock						14,966	I	by Partnership ⁽²⁾
Common Stock						5,088	I	by Spouse
Common Stock						162	I	by Family Trust ⁽³⁾

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

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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	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 12.4	05/04/2010		M ⁽¹⁾	33,933	05/04/2001	05/04/2010	Common Stock	33,933
Non-Qualified Stock Option (right to buy)	\$ 37.87	05/04/2010		M ⁽¹⁾	13,755	05/16/2002	05/04/2010	Common Stock	13,755

Non-Qualified Stock Option (right to buy)	\$ 41.98	05/04/2010	M ⁽¹⁾	12,402	11/06/2002	05/04/2010	Common Stock	12
Non-Qualified Stock Option (right to buy)	\$ 45.38	05/04/2010	M ⁽¹⁾	17,641	11/07/2003	05/04/2010	Common Stock	17
Incentive Stock Option (right to buy)	\$ 12.4	05/04/2010	M ⁽¹⁾	8,067	05/04/2003	05/04/2010	Common Stock	8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ODonnell Kevin RENAISSANCE HOUSE 8-20 EAST BROADWAY PEMBROKE, BERMUDA, D0 HM19			Global CUO, Pres, RenReins.Ltd	

Signatures

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

05/06/2010

 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) The transactions reported hereby relate to the exercise of employee stock options originally granted to the Reporting Person on May 5, 1998 with a ten year term, and accordingly were automatically exercised on the date they would have otherwise expired.
- (2) These securities are owned and controlled by a family limited partnership for the benefit of immediate family members of the Reporting Person and may be deemed to be beneficially owned by the Reporting Person.
- (3) These securities are held by a trust for the benefit of immediate family members of the Reporting Person and may be deemed to be beneficially owned by the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.