

RENAISSANCERE HOLDINGS LTD

Form 4

December 22, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Curtis Ross

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)
RENAISSANCE HOUSE, 12
CROW LANE

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2016

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
SVP, Chief Underwriting Officer

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

PEMBROKE, D0 HM 19

(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)
Common Stock	12/20/2016		S ⁽¹⁾	5,000 D \$ 135	93,201	D	
Common Stock	12/20/2016		M ⁽¹⁾⁽²⁾	22,328 A \$ 53.86	115,529	D	
Common Stock	12/20/2016		F ⁽¹⁾⁽²⁾	8,896 D \$ 135.19	106,633	D	
Common Stock	12/20/2016		M ⁽¹⁾⁽³⁾	4,266 A \$ 50.71	110,899	D	
Common Stock	12/20/2016		F ⁽¹⁾⁽³⁾	1,601 D \$ 135.19	109,298	D	

Edgar Filing: RENAISSANCERE HOLDINGS LTD - Form 4

Common Stock	12/21/2016	S ⁽¹⁾	16,097	D	\$ 134.289 (4)	93,201	D
-----------------	------------	------------------	--------	---	----------------------	--------	---

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

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 control number.

SEC 1474
(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Options (Right to Buy	\$ 53.86	12/20/2016		M ⁽¹⁾⁽²⁾		22,328		⁽⁵⁾	03/03/2018	RNR Common Stock	22,328
Non-qualified Stock Option (Right to Buy)	\$ 50.71	12/20/2016		M ⁽¹⁾⁽³⁾		4,266		⁽⁶⁾	05/05/2018	RNR Common Stock	4,266

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Curtis Ross RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19			SVP,Chief Underwriting Officer	

Signatures

/S/ Molly E. Gardner
Attorney-in-fact

12/22/2016

__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) All of the transactions reported hereby were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 17, 2016.

(2) Relates to the exercise of employee stock options originally granted to the Reporting Person on March 3, 2008.

(3) Relates to the exercise of employee stock options originally granted to the Reporting Person on May 5, 2008.

Represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$133.75 to \$134.7250. The

(4) 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.

(5) Vested in four equal annual installments beginning on March 3, 2009.

(6) Vested in four equal annual installments beginning on May 5, 2009.

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.