

ODonnell Kevin
Form 4
May 18, 2009

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)

RENAISSANCE HOUSE, 8-20 EAST BROADWAY

(Street)

PEMBROKE, BERMUDA, D0 HM19

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres., Renaissance Reins. Ltd

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|---|--|--|
| | | | | Code | V Amount or Price | | | |
| Common Stock | 05/14/2009 | | M | 2,649 | A \$ 41.98 | 107,608 | D | Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 05/14/2009 | | F | 2,449 | D \$ 47.5 | 105,159 | D | Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 05/14/2009 | | M | 599 | A \$ 37.73 | 105,758 | D | Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 05/14/2009 | | F | 519 | D \$ 47.5 | 105,239 | D | Indirect Beneficial Ownership (Instr. 4) |
| | 05/14/2009 | | M | 8,040 | A | 18,424 | I | Indirect Beneficial Ownership (Instr. 4) |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|----------|----------|--------|---|----------------------------|
| Common Stock | | | | | \$ 11.92 | | | | by Partnership <u>(1)</u> |
| Common Stock | 05/14/2009 | | F | 4,125 | D | \$ 47.5 | 14,299 | I | by Partnership <u>(1)</u> |
| Common Stock | 05/14/2009 | | M | 5,061 | A | \$ 37.87 | 19,360 | I | by Partnership <u>(1)</u> |
| Common Stock | 05/14/2009 | | F | 4,394 | D | \$ 47.5 | 14,966 | I | by Partnership <u>(1)</u> |
| Common Stock | | | | | | | 162 | I | by Family Trust <u>(2)</u> |
| Common Stock | | | | | | | 5,088 | I | by Spouse |

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 of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 41.98 | 05/14/2009 | | M | 2,649 | 11/06/2003 05/14/2009 | Common Stock | 2,649 |
| Non-Qualified Stock Option (right to buy) | \$ 37.73 | 05/14/2009 | | M | 599 | 05/23/2003 05/14/2009 | Common Stock | 599 |
| Non-Qualified Stock Option | \$ 11.92 | 05/14/2009 | | M | 8,040 | 05/14/2000 05/14/2009 | Common Stock | 8,040 |

(right to buy)

Non-Qualified
Stock Option (right to buy)

\$ 37.87 05/14/2009

M

5,061 05/16/2003 05/14/2009

Common Stock 5,0

Reporting Owners

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

Signatures

/s/ Anthony E. Szydlowski,
Attorney-in-Fact

05/18/2009

**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) 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.
- (2) 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.
- (3) Not applicable.

Remarks:

The transactions reported hereby relate solely to the exercise of employee stock options originally granted to 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.

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