

DONNER FRED ROBERT
Form 4
March 05, 2008

FORM 4

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

OMB APPROVAL

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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 *
DONNER FRED ROBERT

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO

PEMBROKE BERMUDA, D0 HM
19
(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/03/2008		A		7,772 (1)	A	\$ 0 49,158 D
Common Stock	03/03/2008		F		675 (2)	D	\$ 53.86 48,483 D

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4)
Incentive Stock Option (right to buy)	\$ 53.86	03/03/2008		A	1,856	03/03/2012 ⁽³⁾ 03/03/2018	Common Stock
Non-qualified Stock Option (right to buy)	\$ 53.86	03/03/2008		A	40,173	03/03/2009 ⁽³⁾ 03/03/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONNER FRED ROBERT RENAISSANCE HOUSE 8-20 EAST BROADWAY PEMBROKE BERMUDA, D0 HM 19			EVP & CFO	

Signatures

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

03/05/2008

**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 shares are scheduled to vest in four equal installments beginning on March 3, 2009.

(2) Represents exclusively shares withheld by the Registrant in respect of payment of withholding tax liability incurred upon the vesting of restricted shares.

(3) On March 3, 2008, the Registrant granted Mr. Donner employee stock options comprised of (i) 1,856 incentive stock options which are scheduled to vest in a single installment on March 3, 2012 and (ii) a total of 40,173 non-qualified stock options which are scheduled to vest in four annual installments of 10,507, 10,507, 10,507 and 8,652 beginning on March 3, 2009.

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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