

BRANAGAN IAN D
Form 4
November 09, 2012

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

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(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)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2012

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
SVP, Chief Risk 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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/07/2012		M ⁽¹⁾		23,762	A	\$ 51.13	90,363	D
Common Stock	11/07/2012		M ⁽²⁾		5,122	A	\$ 42.66	95,485	D
Common Stock	11/07/2012		F ⁽³⁾		3,133	D	\$ 77.87	92,352	D
Common Stock	11/07/2012		F ⁽²⁾		2,807	D	\$ 77.87	89,545	D
Common Stock	11/07/2012		F ⁽¹⁾		15,603	D	\$ 77.87	73,942	D

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Common Stock	11/07/2012	M ⁽³⁾	4,968	A	\$ 49.1	78,910	D
Common Stock	11/09/2012	S	12,309	D	\$ 77.95 ⁽⁴⁾	66,601	D

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)	\$ 42.66	11/07/2012		M ⁽²⁾	5,122	03/21/2007 03/21/2016	RNR Common Stock 5
Non-Qualified Stock Option (Right to Buy)	\$ 49.1	11/07/2012		M ⁽³⁾	4,968	03/21/2006 03/21/2015	RNR Common Stock 4
Non-Qualified Stock Options (Right to Buy)	\$ 51.13	11/07/2012		M ⁽¹⁾	23,762	03/01/2008 03/01/2017	RNR Common Stock 23

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

11/09/2012

__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 March 1, 2007 with a ten year term.
- (2) The transactions reported hereby relate to the exercise of employee stock options originally granted to the Reporting Person on March 21, 2006 with a ten year term.
- (3) The transactions reported hereby relate to the exercise of employee stock options originally granted to the Reporting Person on March 21, 2005 with a ten year term
- (4) Represents a weighted average sale price; the sales prices ranged from \$77.69 to \$78.34. 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.

Remarks:

All the transactions on this form are pursuant to an irrevocable letter of instruction intended to comply with Rule 10b5-1.

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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