

Wilcox Mark Alexander
 Form 4
 October 07, 2010

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 *
 Wilcox Mark Alexander

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

(Street)

PEMBROKE, D0 HM19

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 10/05/2010

____ Director _____ 10% Owner
 Officer (give title below) Other (specify below)
 SVP, Chief Accounting Officer / Corporate Controller

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 10/05/2010 | | M ⁽¹⁾ | A | 16,440 | \$ 37.51 | 50,980 D |
| Common Stock | 10/05/2010 | | F ⁽¹⁾ | D | 12,198 | \$ 60.15 | 38,782 D |
| Common Stock | 10/06/2010 | | S ⁽²⁾ | D | 4,242 | \$ 59.81 | 34,540 D |
| | | | | | | ⁽³⁾ | |

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 Amount of Underlying Securities (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) | \$ 37.51 | 10/05/2010 | | M ⁽¹⁾ | 16,440 | 11/04/2006 | 11/04/2015 | Common Stock | 16,440 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|----------------------|
| | Director | 10% Owner | Officer | Other |
| Wilcox Mark Alexander RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM19 | | | SVP, Chief Accounting Officer | Corporate Controller |

Signatures

/s/ Dierk A. Flemming, 10/07/2010
Attorney-in-Fact

**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 exclusively to the exercise of employee stock options originally granted to the Reporting Person on November 4, 2005 with a ten year term. The option exercise was effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the Reporting Person on July 6, 2010.
 - (2) This form reflects the sale of shares which may be deemed to be beneficially owned by the Reporting Person on October 6, 2010. The sale was effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the Reporting Person on July 6, 2010.
 - (3) Represents a weighted average sale price; the sales prices ranged from \$59.70 to \$60.08. 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.

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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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