Curtis Ross Form 4 March 05, 2013

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **Curtis Ross** Issuer Symbol RENAISSANCERE HOLDINGS (Check all applicable) LTD [RNR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title . _ Other (specify (Month/Day/Year) below) RENAISSANCE HOUSE, 12 03/01/2013 SVP, CUO - European Operations **CROW LANE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

PEMBROKE, D0 HM 19

(State)

(City)

____ Form filed by More than One Reporting Person

(City)	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. 4. Securities Acquired Transaction(A) or Disposed of (Code (Instr. 3, 4 and 5) (Instr. 8)			of (D)		6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/01/2013		A	10,490 (1)	A	\$ 0	80,969	D	
Common Stock	03/01/2013		A	6,362 (2)	A	\$ 0	87,331	D	
Common Stock	03/01/2013		M	1,791 (3)	A	<u>(4)</u>	89,122	D	
Common Stock	03/01/2013		D	1,791 (3)	D	\$ 87.53	87,331 <u>(5)</u>	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)

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. Transactic Code (Instr. 8)	5. Number ction of Derivative Securities 3) 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)		8. Pr Deriv Secu (Instr
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (6)	\$ 0 (4) (6)	03/01/2013		M		1,791 (3)	<u>(6)</u>	<u>(6)</u>	Common Stock	1,791 (3)	(4)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Curtis Ross

RENAISSANCE HOUSE 12 CROW LANE PEMBROKE, D0 HM 19

SVP, CUO - European Operations

Signatures

/S/ Stephen H. Weinstein, Attorney-in-Fact

03/05/2013

**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 will vest in four equal annual installments beginning on March 1, 2014.

Grant of restricted Common Stock of the Issuer, pursuant to its 2010 Performance-based Equity Incentive Plan. Vesting of these shares is subject to the satisfaction of both certain service- and performance-based vesting conditions. The amount granted represents the

(2) maximum potential achievable award. If minimal performance conditions are not met, all shares will be returned to the Performance Share Plan. The grant consists of three substantially equal performance measurement periods, and the number of shares in each tranche that ultimately vest is a function of the Issuer's Total Shareholder Return during a given calendar-year period relative to the members of a predetermined peer group of companies, and the satisfaction of applicable service conditions.

Reporting Owners 2

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- (3) Represents the full value, gross of applicable withholdings, of one quarter of the cash-settled Restricted Stock Units originally granted on March 1, 2010.
- (4) Each Restricted Stock Unit was the economic equivalent of one share of the Issuer's Common Stock. On March 1, 2013, 1,791 of the Reporting Person's Restricted Stock Units were settled for cash.
- Includes 4,837 shares from prior awards of Performance Shares which will not be earned as the applicable performance conditions were not met, but will remain outstanding under the terms of the Performance Share Plan until the time vesting requirement is met, at which point the shares will be cancelled.
- The Reporting Person received a grant of Restricted Stock Units on March 1, 2010 which vests in four equal annual installments. Each

 (6) Restricted Stock Unit represents a contingent right to receive, upon settlement, cash equal to the closing fair market value of one Common Share of the Issuer on the date of vesting.

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.