

ODonnell Kevin
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 *
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)
03/03/2008

____ 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 Indirect Ownership (Instr. 4)
Common Stock	03/03/2008		A	(A) 9,165 (1)	\$ 0	54,736	D
Common Stock	03/03/2008		F	(D) 746 (2)	\$ 53.86	53,990	D
Common Stock					9,305	I	by Partnership (3)
Common Stock					5,088	I	by Spouse

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- (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) 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.
- (4) These securities are held by a trust for the benefit of immediate family members of the reporting person.

- On March 3, 2008, the Registrant granted Mr. O'Donnell employee stock options comprised of (i) 1,856 incentive stock options which are
- (5) scheduled to vest in a single installment on March 3, 2012 and (ii) a total of 47,703 non-qualified stock options which are scheduled to vest in four annual installments of 12,390, 12,390, 12,390 and 10,533 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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