

Wilcox Mark Alexander
 Form 4
 March 03, 2011

FORM 4

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

OMB APPROVAL

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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

(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, BERMUDA, D0 HM19

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2011

____ 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 Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 03/01/2011 | | A | | 7,797 (1) \$ 0 | D | |
| Common Stock (Performance Based) | 03/01/2011 | | A | | 6,498 (2) \$ 0 | D | |
| Common Stock | 03/01/2011 | | F | | 1,094 (3) \$ 66.21 | D | |
| Common Stock | 03/02/2011 | | F | | 913 (3) \$ 66.3 | D | |

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- (3) This represents shares withheld by the Registrant in respect of payment of withholding tax liability incurred upon the vesting of restricted shares.

Remarks:

In February 2011, the Compensation Committee of the Board of Directors effected its determinations for executive officer com

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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