Wilcox Mark Alexander Form 4 March 05, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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OMB APPROVAL

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Check this box

SECURITIES obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

Wilcox Mark Alexander

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

RENAISSANCERE HOLDINGS

LTD [RNR]

3. Date of Earliest Transaction

(Month/Day/Year) 03/01/2007

(Check all applicable) Director 10% Owner

SVP, CAO & Corp. Contr.

X_ Officer (give title Other (specify below)

RENAISSANCE HOUSE, 8-20 **EAST BROADWAY**

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

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

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PEMBROKE HM 19, BERMUDA

(State)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4)

(A) or

Code V Amount Price (D)

Common 03/01/2007 Stock

5,480 \$0 A 20,590 (1)

Transaction(s)

(Instr. 3 and 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4	e
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	A C
Non-qualified Stock Option (right to buy)	\$ 51.13	03/01/2007		A	12,400	03/01/2008(2)	03/01/2017	Common Stock	
Incentive Stock Option (right to buy)	\$ 51.13	03/01/2007		A	5,865	03/01/2009(2)	03/01/2017	Common Stock	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wilcox Mark Alexander RENAISSANCE HOUSE 8-20 EAST BROADWAY PEMBROKE HM 19, BERMUDA

SVP, CAO & Corp. Contr.

Signatures

/s/ Mark A. Wilcox 03/05/2007

**Signature of Date
Reporting Person

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, 2008.

On March 1, 2007, the Registrant granted a total of 18,265 options to Mr. Wilcox, which, in the aggregate, vest in four equal annual installments beginning on March 1, 2008 (the 5,865 incentive stock options vest in three equal annual installments beginning on March 1, 2009; the 12,400 non-qualified stock options vest in four annual installments of 4,566, 2,611, 2,611, and 2,611 beginning on March 1, 2008)

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.

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