

RENAISSANCERE HOLDINGS LTD

Form 4

May 07, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
O'Donnell 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 HM 19, BERMUDA

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres, Ren Rein. 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/03/2007		S	5,045 (1)	\$ 55.07	D	
Common Stock	05/04/2007		S	12,199 (1)	\$ 55.04	D	
Common Stock	05/03/2007		S	6,902 (1)	\$ 55.07	I	by Partnership (3)
Common Stock	05/04/2007		S	16,687 (1)	\$ 55.04	I	by Partnership (3)

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- This Form reflects the sale of shares which may be deemed to be beneficially owned by the Reporting Person on May 3 and 4, 2007 for the aggregate number of securities and average price shown herein. The sales were effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the Reporting Person on March 9, 2007. Detailed information regarding these sales is reflected in Exhibit 99.1 attached hereto.
- (1) These securities are held by a trust for the benefit of immediate family members of the reporting person.
 - (2) 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.
 - (3)

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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