

RENAISSANCERE HOLDINGS LTD
Form 4
March 28, 2005

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 *
RIKER WILLIAM I

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President

PEMBROKE HM 19, BERMUDA

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | | | | | 560,321 | D | |
| Common Stock | 03/24/2005 | | M | | 34,895 | A | \$ 39.76 |
| Common Stock | 03/24/2005 | | F | | 30,367 | D | \$ 48.06 |
| Common Stock | 03/24/2005 | | M | | 2,324 | A | \$ 42.69 |
| | | | | | 103,911 | I | by Partnership (1) |
| | | | | | 73,544 | I | by Partnership (1) |
| | | | | | 75,868 | I | by Partnership |

| | | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|------------------------------|
| Common Stock | 03/24/2005 | F | 2,128 | D | \$ 48.06 | 73,740 | I | (1) by Partnership (1) |
| Common Stock | | | | | | 4,668 | I | by Spouse |
| Common Stock | | | | | | 605 | I | by Trust (2) |

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

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(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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities 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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Non-qualified Stock Option (right to buy) | \$ 39.76 | 03/24/2005 | | M | 25,954 | 12/26/2002 | 03/25/2005 | Common Stock | 25,954 |
| Non-qualified Stock Option (right to buy) | \$ 39.76 | 03/24/2005 | | M | 8,941 | 12/26/2002 | 03/26/2005 | Common Stock | 8,941 |
| Non-qualified Stock Option (right to buy) | \$ 42.69 | 03/24/2005 | | M | 2,324 | 10/28/2002 | 03/26/2005 | Common Stock | 2,324 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| RIKER WILLIAM I RENAISSANCE HOUSE 8-20 EAST BROADWAY | X | | President | |

PEMBROKE HM 19, BERMUDA

Signatures

/s/ Stephen H. Weinstein,
Attorney-in-fact

03/28/2005

**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 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.
- (2) These securities are owned and controlled by a trust for the benefit of immediate family members of the reporting person and may be deemed to be beneficially owned by the reporting person.
- (3) Not Applicable.

Remarks:

* The transactions reported hereby relate to the exercise of employee stock options originally granted to the Reporting Person in 1995 with a ten year term, and accordingly would have expired if not exercised by March 26, 2005.

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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