ODonnell Kevin Form 4 January 05, 2007

FORM 4

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

OMB Number: 3235-0287 January 31,

2005

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Expires:

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and A ODonnell K	-	rting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			RENAISSANCERE HOLDINGS LTD [RNR]	(Check all applicable)			
(Last) (First) (Middle) RENAISSANCE HOUSE, 8-20			3. Date of Earliest Transaction (Month/Day/Year) 01/03/2007	Director 10% Owner X Officer (give title Other (specify below) Pres., Ren Reinsur Ltd.			
EAST BRO	ADWAY						
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
DEMADDOW	E IIM 10 D		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting			

Person

PEMBROKE HM 19, BERMUDA

(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. 4. Securities Acq Transaction(A) or Disposed (Code (D) (Instr. 8) (Instr. 3, 4 and 5)			d of	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/03/2007		Code V	Amount 1,058 (1)	(A) or (D)	Price \$ 59.8	Transaction(s) (Instr. 3 and 4) 84,368	D		
Common Stock							162	I	by Family Trust (2)	
Common Stock							48,324	I	by Partnership (3)	
Common Stock							5,088	I	by Spouse	

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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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date A		Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or]
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration Date	Title Nun	Number		
						Exercisable			of		
				Code V	(A) (D)						
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ODonnell Kevin RENAISSANCE HOUSE 8-20 EAST BROADWAY PEMBROKE HM 19, BERMUDA

Pres., Ren Reinsur Ltd.

Signatures

/s/ Kevin J.

O'Donnell 01/04/2007

**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) Represents exclusively shares withheld by the Issuer in respect of payment of withholding tax liability.
- (2) These securities are held by a trust for the benefit of immediate family members of the reporting person.
- (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.

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.

Reporting Owners 2

(9-02)

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