DONNER FRED ROBERT

Form 4 July 12, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 Address of Reporting Person * DONNER FRED ROBERT

2. Issuer Name and Ticker or Trading

Symbol

RENAISSANCERE HOLDINGS LTD [RNR]

5. Relationship of Reporting Person(s) to

(Check all applicable)

(Last)

(City)

Common

Stock

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director X_ Officer (give title

10% Owner Other (specify

RENAISSANCE HOUSE, 8-20

EAST BROADWAY

07/10/2006

below)

Issuer

EVP & CFO

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

PEMBROKE HM 19, BERMUDA

(State)

07/10/2006

(Street)

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

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

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

or Price Amount (D)

(A)

Code V 32,619

A (1) \$0 32,619

D

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

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SEC 1474 (9-02)

Beneficial

Ownership

(Instr. 4)

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable	le and	7. Title and A
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date		Underlying S
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or			
	Derivative				Disposed of (D)			
	Security				(Instr. 3, 4, and			
					5)			
				Code V		Date Exercisable	Expiration Date	Title
					(A) (D)			
				Couc v	(II) (D)			
Non-Qualified								C
Stock Option	\$ 49.05	07/10/2006		A	108,696	07/10/2007(1)	07/10/2016	Common
(right to buy)	,					_		Stock
(IIgiii to ouy)								

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DONNER FRED ROBERT RENAISSANCE HOUSE 8-20 EAST BROADWAY PEMBROKE HM 19, BERMUDA

EVP & CFO

Signatures

/s/ Fred R. 07/11/2006 Donner

**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) All securities reported hereon are scheduled to vest in four equal annual installments beginning on July 10, 2007.

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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