PARTNERRE LTD Form 4

March 22, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 * MONTUPET JEAN PAUL L

2. Issuer Name and Ticker or Trading Symbol

PARTNERRE LTD [PRE]

Code V

D

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

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year) 03/18/2016

24 WEST BRENTMOOR PARK

(State)

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

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

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

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

Ownership

Indirect (I)

(D) or

D

Form: Direct

Person

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

CLAYTON, MO 63105

(City)

1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

(Zip)

Transaction(A) or Disposed of (D) (A)

Amount

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

5. Amount of

Securities

Owned

Beneficially

(Instr. 4)

Common 03/18/2016 Shares (1)

18,434 D 0 137.5

or

(D)

7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

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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)	orDeriv Secur Acqu	rities ired (A) sposed of . 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Restricted Share Units	\$ 0	03/18/2016		D		1,750	06/15/2016	(2)	Common Shares	1,
Non-qualified Stock Option (Right to Buy)	\$ 71.12	03/18/2016		D		12,659	06/15/2013	06/15/2022	Common Shares	12,
Non-qualified Stock Option (Right to Buy)	\$ 68.59	03/18/2016		D		4,459	06/15/2011	06/15/2021	Common Shares	4,4
Non-qualified Stock Option (Right to Buy)	\$ 75.54	03/18/2016		D		9,804	05/12/2010	05/12/2020	Common Shares	9,8
Non-qualified Stock Option (Right to Buy)	\$ 74.08	03/18/2016		D		8,742	05/22/2008	05/22/2018	Common Shares	8,
Non-qualified Stock Option (Right to Buy)	\$ 73.19	03/18/2016		D		7,268	05/10/2007	05/10/2017	Common Shares	7,2

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MONTUPET JEAN PAUL L 24 WEST BRENTMOOR PARK CLAYTON, MO 63105	X						

Signatures

Marc Wetherhill as Attorney-in-Fact for Jean-Paul L.

Montupet

**Signature of Reporting Person

Date

Reporting Owners 2

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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) Disposed of pursuant to the merger agreement between the issuer and EXOR in exchange for a cash payment of \$2,534,675 on the effective date of the merger and pursuant to the requirement of Rule 16b-3 of the Exchange Act.
- These Restricted Share Units (RSUs), which provided for a vest on the fifth anniversary of the date of grant, were cancelled as a result of (2) the merger with EXOR in exchange for a cash payment of \$240,625, representing the merger consideration of \$137.50 per share and pursuant to the requirement of Rule 16b-3 of the Exchange Act.
- These Share Options, which provided for a three year ratable vest, were cancelled as a result of the merger with EXOR in exchange for a cash payment of \$840,304, representing the difference between the exercise price of the Share Option and the merger consideration of \$137.50 per share and pursuant to the requirement of Rule 16b-3 of the Exchange Act.
- These Share Options, which provided for a three year ratable vest, were cancelled as a result of the merger with EXOR in exchange for a cash payment of \$307,270, representing the difference between the exercise price of the Share Option and the merger consideration of \$137.50 per share and pursuant to the requirement of Rule 16b-3 of the Exchange Act.
- These Share Options, which provided for a three year ratable vest, were cancelled as a result of the merger with EXOR in exchange for a (5) cash payment of \$607,456, representing the difference between the exercise price of the Share Option and the merger consideration of \$137.50 per share and pursuant to the requirement of Rule 16b-3 of the Exchange Act.
- These Share Options, which provided for a three year ratable vest, were cancelled as a result of the merger with EXOR in exchange for a (6) cash payment of \$554,418, representing the difference between the exercise price of the Share Option and the merger consideration of \$137.50 per share and pursuant to the requirement of Rule 16b-3 of the Exchange Act.
- These Share Options, which provided for a three year ratable vest, were cancelled as a result of the merger with EXOR in exchange for a cash payment of \$467,405, representing the difference between the exercise price of the Share Option and the merger consideration of \$137.50 per share and pursuant to the requirement of Rule 16b-3 of the Exchange Act.

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.