

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZWIENER DAVID K

(Last) (First) (Middle)

WELLESLEY HOUSE, 90 PITTS
BAY ROAD

(Street)

PEMBROKE D0

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PARTNERRE LTD [PRE]

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

03/18/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President & CEO PartnerRe Ltd.

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)
Common Shares ⁽¹⁾	03/18/2016		D	24,003	\$ 137.5	0	D

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	\$ 0	03/18/2016		D		1,458		06/15/2016	<u>(2)</u>	Common Shares	1,458
Non-qualified Stock Option (Right to Buy) <u>(3)</u>	\$ 71.12	03/18/2016		D		10,127		06/15/2013	06/15/2022	Common Shares	10,127
Non-qualified Stock Option (Right to Buy) <u>(4)</u>	\$ 68.59	03/18/2016		D		10,768		06/15/2011	06/15/2021	Common Shares	10,768
Non-qualified Stock Option (Right to Buy) <u>(5)</u>	\$ 75.54	03/18/2016		D		8,170		05/12/2010	05/12/2020	Common Shares	8,170

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZWIENER DAVID K WELLESLEY HOUSE 90 PITTS BAY ROAD PEMBROKE DO	X		President & CEO PartnerRe Ltd.	

Signatures

Marc Wetherhill as Attorney-in-Fact for David
Zwiener

03/22/2016

****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) Disposed of pursuant to the merger agreement between the issuer and EXOR in exchange for a cash payment of \$3,300,413 (less applicable tax withholding) on the effective date of the merger and pursuant to the requirement of Rule 16b-3 of the Exchange Act.
- (2) 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 the merger with EXOR in exchange for a cash payment of \$200,475, representing the merger consideration of \$137.50 per share and

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pursuant to the requirement of Rule 16b-3 of the Exchange Act.

- (3) 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 \$672,230, 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.

- (4) 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 \$742,023, 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.

- (5) 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 \$506,213, 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.

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