Babcock William Form 4 February 18, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

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may continue.

Check this box

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 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* Babcock William

Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

1. Title of

Security

(Instr. 3)

(First)

(Middle)

PARTNERRE LTD [PRE] 3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

(Check all applicable)

PARTNER REINSURANCE COMPANY OF THE U.S., ONE **GREENWICH PLAZA** 

02/17/2011

(Month/Day/Year)

X\_ Officer (give title below)

Other (specify

10% Owner

EVP & CFO, PartnerRe Ltd

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

GREENWICH, CT 06830-6352

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

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

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

Reported

(A) Transaction(s) (Instr. 3 and 4) Price

Common Shares (1)

02/17/2011

Code V Amount (D) A

\$0 9,041 5,470 Α

or

D

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

(Month/Day/Year)

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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)

#### Edgar Filing: Babcock William - Form 4

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	Execution Date, if any	4. Transaction Code	5. Number of orDerivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Share-Settled Share Appreciation Rights (2)	\$ 81.94	02/17/2011		A	14,395	02/17/2012	02/17/2021	Common Shares	14,3

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Babcock William
PARTNER REINSURANCE COMPANY OF THE U.S.
ONE GREENWICH PLAZA
GREENWICH, CT 06830-6352

EVP & CFO, PartnerRe Ltd

## **Signatures**

Marc Wetherhill as Attorney-in-Fact for William
Babcock
02/18/2011

\*\*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) Restricted Share Units granted as a long-term incentive award will vest 100% on the 3rd anniversary of the date of Grant.
- (2) Share-Settled Share Appreciation Rights (SARs) will vest 33% on the first and second anniversary of the date of grant and 34% on the third anniversary of the date of grant and will be settled in shares.

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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