

Lazard Ltd
Form 4
March 01, 2016

FORM 4

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

OMB APPROVAL

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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 *
JACOBS KENNETH M

(Last) (First) (Middle)

C/O LAZARD LTD, 30
ROCKEFELLER PLAZA

(Street)

NEW YORK, NY 10112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Lazard Ltd [LAZ]

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2016

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)
Chairman and CEO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Restricted Class A Common Stock	02/26/2016		M		19,996	A	<u>(1)</u> 212,494
Restricted Class A Common Stock	03/01/2016		M		102,953	D	<u>(2)</u> 109,541
Class A Common Stock	03/01/2016		M		102,953	A	<u>(2)</u> 764,813 <u>(3)</u>

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)			
Restricted Stock Units ⁽¹⁾	<u>(4)</u>	02/26/2016		A		19,996	<u>(5)</u> / <u>(5)</u>	Class A Common Stock	19,996	
Restricted Stock Units	<u>(1)</u>	02/26/2016		M		19,996	<u>(5)</u> / <u>(5)</u>	Restricted Class A Common Stock	19,996	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACOBS KENNETH M C/O LAZARD LTD 30 ROCKEFELLER PLAZA NEW YORK, NY 10112	X		Chairman and CEO	

Signatures

/s/ Kenneth M. Jacobs by Scott D. Hoffman under a Power of Attorney dated 03/01/2016

__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) As described in the Company's 2015 Proxy Statement, in 2014 the reporting person voluntarily postponed his right to become eligible for retirement under the Company's RSU Retirement Policy until March 31, 2016. As a result of the foregoing, certain Restricted Stock Units ("RSUs") that were acquired pursuant to the dividend equivalent reinvestment provisions of underlying Performance-based Restricted Stock Unit ("PRSU") awards have become subject to taxation and have been settled in the form of Restricted Class A common stock. The Restricted Class A common stock, excluding any portion that the reporting person may be permitted to sell solely in order to pay the

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related taxes (in accordance with the applicable award agreements), will remain subject to all restrictive covenants contained in the underlying award agreements until the original vesting dates set forth in the award agreements.

Shares of unrestricted Class A common stock were acquired upon the vesting of the relevant portion of a prior grant of PRSUs awarded with respect to compensation for 2012, including certain RSUs that had been acquired pursuant to the dividend equivalent reinvestment

- (2) provisions of the underlying PRSU award. The grant was previously reflected in the Company's proxy statements. The PRSUs and RSUs that had been acquired pursuant to the award had previously been converted into shares of Restricted Class A common stock, and such shares remained subject to vesting (as described above).
- (3) Amount excludes 584,279 shares of Class A common stock indirectly beneficially owned by the reporting person.
- (4) Each RSU represents a contingent right to receive one share of Class A common stock.
- (5) Of these RSUs, 4,222 will vest on or around March 1, 2017, 5,908 will vest on or around March 1, 2018 and 9,866 will vest on or around March 1, 2019.
- (6) Each RSU represents a contingent right to receive one share of Class A common stock.

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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