

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 *
Bucaille Matthieu

(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)
Chief Financial Officer

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 | | 6,424 | A | (1) 193,288 |
| Restricted Class A Common Stock | 03/01/2016 | | M | | 66,884 | D | (2) 126,404 |
| Class A Common Stock | 03/01/2016 | | M | | 66,884 | A | (2) 300,311 |

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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>(3)</u> | 02/26/2016 | | A | | 6,424 | | <u>(4)</u> <u>(4)</u> | Class A Common Stock | 6,424 |
| Restricted Stock Units | <u>(1)</u> | 02/26/2016 | | M | | 6,424 | | <u>(4)</u> <u>(4)</u> | Restricted Class A Common Stock | 6,424 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bucaille Matthieu C/O LAZARD LTD 30 ROCKEFELLER PLAZA NEW YORK, NY 10112 | | | Chief Financial Officer | |

Signatures

/s/ Matthieu Bucaille by Scott D. Hoffman under a Power of Attorney

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) The reporting person has become eligible for retirement under the Company's RSU Retirement Policy, which is described in the Company's 2015 Proxy Statement. 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") and RSU awards have

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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 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 prior grants of PRSUs and RSUs awarded with respect to compensation for 2012, including certain RSUs that had been acquired pursuant to the dividend equivalent reinvestment provisions of the underlying PRSU and RSU awards. The grants were previously reflected in the Company's proxy statements. The PRSUs and RSUs that had been acquired pursuant to the awards had previously been converted into shares of Restricted Class A common stock in connection with the reporting person's retirement eligibility in February 2016, and such shares remained subject to vesting (as described above).
- (2) Each RSU represents a contingent right to receive one share of Class A common stock.
 - (3) Of these RSUs, 1,445 will vest on or around March 1, 2017, 1,967 will vest on or around March 1, 2018 and 3,012 will vest on or around March 1, 2019.
 - (4) Each RSU represents a contingent right to receive one share of Class A common stock.
 - (5) 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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