

Lazard Ltd
Form 4
February 09, 2016

FORM 4

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

OMB APPROVAL

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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 *
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)
02/08/2016

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 | 02/08/2016 | | M | | 82,380 | A | (1) 82,380 |
| Restricted Class A common stock | 02/08/2016 | | M | | 82,948 | A | (2) 165,328 (3) |

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

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SEC 1474 (9-02)

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (1) | 02/08/2016 | | M | 82,380 | (1) (1) | Restricted Class A common stock | 82,380 |
| Restricted Stock Units | (2) | 02/08/2016 | | M | 82,948 | (2) (2) | Restricted Class A common stock | 82,948 |

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 P of A

02/09/2016

**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 RSUs, and certain PRSUs for which the performance conditions have been satisfied, that were previously granted to the reporting person are no longer subject to the service-based vesting requirements contained in the underlying award agreements. Such RSUs and PRSUs (for which the performance conditions have been satisfied) have now become subject to taxation and have been settled in the form of Restricted Class A common stock. The Restricted Class A common

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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.

As discussed in the Company's 2015 Proxy Statement, the reporting person received a special RSU award in 2011 in connection with his appointment as Chief Financial Officer. The special RSU award will vest on March 1, 2019. The Company's RSU Retirement Policy is

- (2) not applicable to the special RSU award. The RSUs granted under the special RSU award have been settled in the form of Restricted Class A common stock, which continues to be subject to all restrictive covenants and all service-based vesting requirements set forth in the original award agreement until March 1, 2019.
- (3) Amount excludes 233,427 shares of Class A common stock of Lazard Ltd beneficially owned by the reporting person.

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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