

Lazard Ltd
 Form 4
 December 08, 2006

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 *
 LAZ-MD Holdings LLC

(Last) (First) (Middle)

30 ROCKEFELLER PLAZA

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/06/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 ___X___ 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)
				(A) or (D)	Code V Amount (D) Price		

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security		Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Common Interest in Lazard Group LLC	(1)	12/06/2006	C	6,000,000	(1)	(1)	Class A Common Stock	6,000,000 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAZ-MD Holdings LLC 30 ROCKEFELLER PLAZA NEW YORK, NY 10020		X		

Signatures

/s/ Laurence Grafstein 12/08/2006

**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 Common Interest in Lazard Group issued to LAZ-MD Holdings LLC is exchangeable with Lazard Ltd for shares of Class A Common Stock of Lazard Ltd, on the basis of one unit of such Common Interest for each share of Class A Common Stock (subject to customary anti-dilution adjustments). This Common Interest underlies the Class II Interests in LAZ-MD Holdings held by the current and former working members of Lazard. In the event of an exchange of a Class II Interest in LAZ-MD Holdings LLC, LAZ-MD Holdings LLC will generally redeem such Class II Interest in exchange for a portion of its Common Interest in Lazard Group LLC, which will in turn be exchanged with Lazard Ltd for shares of Class A Common Stock in Lazard Ltd.
- (2) On 12/6/06, an aggregate of 6,000,000 Class II Interests were exchanged into an aggregate of 6,000,000 shares of Class A Common Stock as described in footnote (1) and sold by certain members of LAZ-MD Holdings LLC in a public offering for \$45.42 per share. LAZ-MD Holdings did not receive any proceeds from such sale.
- (3) As each unit of the Common Interest in Lazard Group issued to LAZ-MD Holdings is associated with each unit of outstanding LAZ-MD Class II Interests held by members of LAZ-MD Holdings under the terms of the separation agreement, LAZ-MD Holdings disclaims beneficial ownership of all of the shares of Class A Common Stock into which the Common Interest in Lazard Group is exchangeable.

Remarks:

Immediately prior to the public offering of the Class A Common Stock on December 6, 2006, the share of Class B Common Stock of Lazard Ltd held by LAZ-MD Holdings LLC was entitled to 62.3% of the voting power of Lazard Ltd under the Amended and Restated Bye-Laws of Lazard Ltd, and in connection with the public offering described in footnote (2), such voting power was decreased to 52.6%. LAZ-MD Holdings LLC is party to that certain stockholders' agreement with Lazard Ltd and certain members of LAZ-MD Holdings LLC, which contains provisions regarding the voting of such share of Class B Common Stock. Pursuant to the stockholders' agreement, each of the members of LAZ-MD Holdings LLC who are party thereto are generally entitled to direct LAZ-MD Holdings LLC how to vote such member's proportionate interest in Lazard Ltd (with such

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proportionate interest calculated based on the number of votes at Lazard Ltd such member would be entitled to if such member had converted his or her Class II Interests of LAZ-MD Holdings LLC into Class A common stock), subject to certain exceptions.

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.