Lazard Ltd Form 4 November 17, 2015

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

OMB

Check this box if no longer subject to Section 16. Form 4 or

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

See Instruction 1(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

Form 5

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person *

Stern Alexander F.

(First) (Middle)

C/O LAZARD LTD, 30

ROCKEFELLER PLAZA

(Street)

(State)

(Month/Day/Year)

NEW YORK, NY 10112

2. Transaction Date 2A. Deemed

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Lazard Ltd [LAZ]

3. Date of Earliest Transaction

(Month/Day/Year) 11/13/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

3. 4. Securities

Execution Date, if Code (Month/Day/Year) (Instr. 8)

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

Owned Following Reported (A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

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OMB APPROVAL

3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per

response... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

below)

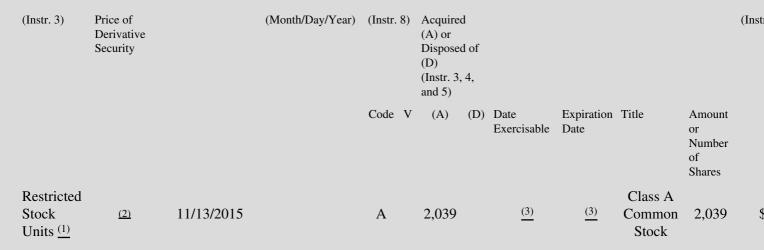
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial

> (I) Ownership (Instr. 4) (Instr. 4)

SEC 1474

(9-02)

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Stern Alexander F. C/O LAZARD LTD 30 ROCKEFELLER PLAZA NEW YORK, NY 10112

Chief Operating Officer

Signatures

/s/ Alexander F. Stern by Scott D. Hoffman under a P of A

11/17/2015

**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) Additional Restricted Stock Units ("RSUs") were acquired pursuant to the dividend equivalent reinvestment provisions of underlying Performance-based Restricted Stock Unit and RSU awards.
- (2) Each RSU represents a contingent right to receive one share of Class A common stock of Lazard Ltd.
- (3) Of these RSUs, 781 will vest on or around March 1, 2016, 615 will vest on or around March 1, 2017, and 643 will vest on or around March 1, 2018.
- (4) Amount excludes 62,101 shares of Class A common stock of Lazard Ltd and 98,583 Performance-based Restricted Stock Units 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. 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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