

Hittner Richard
Form 5
February 14, 2013

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

| | | | | |
|---|---------|----------|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer |
| Hittner Richard | | | Lazard Ltd [LAZ] | (Check all applicable) |
| (Last) | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) | ____ Director ____ Officer (give title below) |
| C/O LAZARD LTD, 30 ROCKEFELLER PLAZA | | | 12/31/2012 | ____ 10% Owner ____ Other (specify below) Former Chief Acct Officer |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Reporting (check applicable line) |
| NEW YORK, NY 10020 | | | | ____ Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| | | | | (A) or (D) Price | | | |

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

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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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. De |
|--|------------------------------------|--------------------------------------|--|--------------------------------|------------------------------------|--|---|-------|
| | | | | | | | | |

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| | Derivative Security | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|---------------------|------------|---|---|---|-----|------------------|------------------|----------------------|----------------------------|
| | | | | | (A) | (D) | | | | |
| Restricted Stock Units ⁽¹⁾ | Â | 11/23/2012 | Â | A | 149 | Â | Â ⁽³⁾ | Â ⁽³⁾ | Class A common stock | 149 |
| Restricted Stock Units ⁽¹⁾ ⁽⁴⁾ | Â | 12/17/2012 | Â | F | Â | 559 | Â ⁽³⁾ | Â ⁽³⁾ | Class A common stock | 559 |
| Restricted Stock Units ⁽¹⁾ | Â | 12/27/2012 | Â | A | 277 | Â | Â ⁽³⁾ | Â ⁽³⁾ | Class A common stock | 277 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| Hittner Richard C/O LAZARD LTD 30 ROCKEFELLER PLAZA NEW YORK, NY 10020 | Â | Â | Â | Former Chief Acct Officer |

Signatures

/s/ Richard Hittner by Scott D. Hoffman under a P of A 02/14/2013

__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 were acquired pursuant to the dividend equivalent reinvestment provisions of the underlying Restricted Stock Unit award.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Class A common stock of Lazard Ltd.
- (3) The Restricted Stock Units vest on dates that are provided in the applicable Restricted Stock Unit award agreement.
- (4) Restricted Stock Units were withheld by the Company to cover estimated tax obligations.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.