

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 *
RAGONE DOMINICK

(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 Accounting 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 or (D) Price		
Class A Common Stock	03/01/2016		M		1,986 A <u>(1)</u>		D
Class A Common Stock	03/01/2016		F		735 <u>(2)</u> D <u>(3)</u> \$ 35.18		D
Restricted Class A Common Stock <u>(4)</u>	03/01/2016		A		6,172 A \$ 0		D

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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)

Table with columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities. Includes entries for Restricted Stock Units and Common Stock.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for RAGONE DOMINICK, C/O LAZARD LTD, 30 ROCKEFELLER PLAZA, NEW YORK, NY 10112, Chief Accounting Officer.

Signatures

/s/ Dominick Ragone by Scott D. Hoffman under a P of A 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).
Shares of Class A common stock were acquired upon the vesting of the relevant portion of prior grants of Restricted Stock Units (1) ("RSUs"), including certain RSUs that had been acquired pursuant to the dividend equivalent reinvestment provisions of the underlying RSU awards.

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- (2) Represents shares of Class A common stock withheld by the Company to cover estimated taxes arising from the vesting of RSUs.
- (3) Represents the New York Stock Exchange closing price of Class A common stock on February 29, 2016, the trading day immediately preceding the vesting date.
- (4) Of the shares of Restricted Class A common stock, 2,058 will vest on or around March 1, 2018, and 4,114 will vest on or around March 1, 2019.
- (5) Additional RSUs were acquired pursuant to the dividend equivalent reinvestment provisions of underlying RSU awards.
- (6) Each RSU represents a contingent right to receive one share of Class A common stock.
- (7) Of the RSUs, 87 vested on March 1, 2016, 202 will vest on or around March 1, 2017, 225 will vest on or around March 1, 2018, and 196 will vest on or around March 1, 2019.

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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