JORDAN VERNON E JR
Form 4
March 09, 2010

## FORM 4

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

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 [*] JORDAN VERNON E JR | 2. Issuer Name **and** Ticker or Trading Symbol Lazard Ltd [LAZ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| (Last)          (First)          (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/05/2010 | __X__ Director           _____ 10% Owner _____ Officer (give title    _____ Other (specify below)                           below) |
| C/O LAZARD LTD, 30 ROCKEFELLER PLAZA (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person |
| NEW YORK, NY 10020 (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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A common stock [(1)] | 03/05/2010 | | M | | 83,768 | A | [(2)] | 90,168 | D | |
| Class A common stock | 03/05/2010 | | F | | 37,696 [(3)] | D | $ 38.27 | 52,472 | D | |

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 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) | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units (1) | (4) | 03/05/2010 | | M | | 83,768 | | 03/05/2010 | 03/05/2010 | Class A common stock | 83,768 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
| --- | --- | --- | --- | --- |
| | Director | 10% Owner | Officer | Other |
| JORDAN VERNON E JR C/O LAZARD LTD 30 ROCKEFELLER PLAZA NEW YORK, NY 10020 | X | | | |

# Signatures

| /s/ Vernon E. Jordan, Jr. by Scott D. Hoffman under PofA | 03/09/2010 |
| --- | --- |
| **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) Pursuant to an amendment to the retirement policy governing the restricted stock units ("RSUs") of Lazard Ltd (the "Company"), the reporting person met the requirements to receive all of the shares underlying his RSUs that were granted prior to December 31, 2009. The amendment provided that 45% of the reporting person's shares could be sold or withheld by the Company to pay estimated taxes and the remainder would be subject to certain restrictions on transfer, and other covenants, in accordance with the vesting schedule of the prior awards.

(2) The shares of Class A common stock were acquired upon the conversion Restricted Stock Units.

(3) Shares withheld by the Company to cover estimated taxes.

(4) Each Restricted Stock Unit represented a contingent right to receive one share of Class A common stock of Lazard Ltd.

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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