Lazard Ltd Form 4 February 23, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

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obligations may continue.

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(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **Bucaille Matthieu**

(First) (Middle)

C/O LAZARD LTD, 30 ROCKEFELLER PLAZA

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Lazard Ltd [LAZ]

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

02/19/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

Chief Financial 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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10112

1. Title of

(Zip) 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

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

5. Amount of Securities Beneficially Owned Following Reported

(T) (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Ownership (Instr. 4)

(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.

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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)

Conversion or Exercise

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

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

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

7. Title and Amo of Underlying Securities

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	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	or Dispose (D) (Instr. 3, 4 and 5)	sed of			(Instr. 3 and	14)
				Code V	V (A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nur of S
Performance-based Restricted Stock Units (1)	<u>(2)</u>	02/19/2015		A	76,949		(3)	(3)	Class A common stock	76
Restricted Stock Units (4)	<u>(2)</u>	02/19/2015		A	8,058		<u>(5)</u>	(5)	Class A common stock	8,

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

Bucaille Matthieu C/O LAZARD LTD 30 ROCKEFELLER PLAZA NEW YORK, NY 10112

Chief Financial Officer

Signatures

/s/ Matthieu Bucaille by Scott D. Hoffman under a P of A

02/23/2015

**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).
- Represents prior grants of Performance-based Restricted Stock Units ("PRSUs") awarded with respect to compensation for 2012 and
 (1) 2013 for which performance conditions have been satisfied. These grants were previously reflected in Lazard Ltd's proxy statements for the relevant years.
- (2) Each PRSU (the performance conditions of which have been satisfied) and each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of Class A common stock of Lazard Ltd.
- (3) Of these PRSUs, 22,098 will vest on March 2, 2015, 44,196 will vest on or around March 1, 2016 and 10,655 will vest on or around March 1, 2017.
- (4) Additional RSUs were acquired pursuant to the dividend equivalent reinvestment provisions of underlying PRSU and RSU awards.
- Of these RSUs, 2,191 will vest on March 2, 2015, 1,629 will vest on or around March 1, 2016, 1,107 will vest on or around March 1, 2017, 1,110 will vest on or around March 1, 2018 and 2,021 will vest on or around March 1, 2019.
- (6) Amounts exclude 190,779 shares of Class A common stock of Lazard Ltd beneficially owned by the reporting person.

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