

Och Daniel  
Form 4  
June 19, 2009

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Och Daniel

(Last) (First) (Middle)

C/O OCH-ZIFF CAPITAL  
MANAGEMENT, GROUP LLC, 9  
WEST 57TH STREET

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Och-Ziff Capital Management Group  
LLC [OZM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/19/2009

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 Executive 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) (A) or (D)	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	(D)	Price
Class B Shares <sup>(1)</sup>	06/19/2009		A <sup>(2)</sup>		91,153	A	\$ 0
					153,883,650	D	

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  
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SEC 1474  
(9-02)

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

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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)		8. Fair Value of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Och-Ziff Operating Group A Units <sup>(3)</sup>	<u>(3)</u>	06/19/2009		<u>A</u> <sup>(4)</sup>		91,153 <sub>(4)</sub>		<u>(3)</u>	<u>(3)</u>	Class A Shares	91,153	
Och-Ziff Operating Group A Units <sup>(3)</sup>	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Class A Shares	93,564,182	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Och Daniel C/O OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC, 9 WEST 57TH STREET NEW YORK, NY 10019	X	X	Chief Executive Officer	

## Signatures

/s/ Jeffrey C. Blockinger, Attorney-in-fact for  
Daniel Och

06/19/2009

**\*\*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) Class B Shares of Och-Ziff Capital Management Group LLC (the "Company") entitle the holder to one vote per share and generally vote together with the Class A Shares of the Company as a single class on matters submitted to a vote of security holders. The Class B Shares do not represent any economic interest in the Company (or any of its affiliates). Upon the exchange of one Och-Ziff Operating Group A Unit for one Class A Share (as described in footnote 3), one Class B Share will be canceled for no consideration.

(2) In connection with the forfeiture by a limited partner of a portion of his Och-Ziff Operating Group A Units, the Reporting Person was reallocated Class B Shares. Each partner holds a number of Class B Shares equal to the number of Och-Ziff Operating Group A Units held by such partner.

(3) One Och-Ziff Operating Group A Unit consists of one Class A Common Unit of each of OZ Advisors LP ("OZA"), OZ Advisors II LP ("OZA II") and OZ Management LP ("OZM," and together with OZA and OZA II, the "Operating Group Partnerships"). Pursuant to an exchange agreement, Mr. Och may, subject to the vesting and minimum retained ownership requirements and transfer restrictions set forth in the partnership agreements of the Operating Group Partnerships, exchange Och-Ziff Operating Group A Units for Class A Shares of the Company on a one-for-one basis, subject to exchange rate adjustments for splits, distributions and reclassifications. Exchanges generally may be made as and when approved by an exchange committee during the five-year period following the Company's initial

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public offering and quarterly thereafter. Upon the exchange of one Och-Ziff Operating Group A Unit for one Class A Share, one Class B Share will be canceled for no consideration.

- (4) In connection with the forfeiture by a limited partner of a portion of his Och-Ziff Operating Group A Units, the Reporting Person was reallocated Och-Ziff Operating Group A Units.

- (5) Mr. Och directly owns 60,319,468 Och-Ziff Operating Group A Units and 15,094,145 Class A Common Units of OZA. Disproportionate interests in the Operating Group Partnerships may only be exchanged for Class A Shares if and when they are combined to form Och-Ziff Operating Group A Units.

- (6) The Och Family 2008 GRAT established by Mr. Och for the benefit of Mr. Och and/or members of his family holds 57,376,018 of Och-Ziff Operating Group A Units. Five other grantor retained annuity trusts for the benefit of Mr. Och and/or members of his family (the "Five Trusts") hold 36,188,164 Class A Common Units of each of OZM and OZA II and 21,094,019 Class A Common Units of OZA. Disproportionate interests in the Operating Group Partnerships may only be exchanged for Class A Shares if and when they are combined to form Och-Ziff Operating Group A Units. Mr. Och and/or members of his immediate family are trustees of The Och Family 2008 GRAT and the Five Trusts. The total number of Och-Ziff Operating Group A Units reflected in this column assumes the combination of the 15,094,145 Class A Common Units of OZA held directly by Mr. Och with the interests in the Operating Group Partnerships held by the Five Trusts.

- (7) Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, Mr. Och herein states that this filing shall not be deemed an admission that he is the beneficial owner of any interests held by trusts and disclaims beneficial ownership of such interests, except to the extent of his pecuniary interest therein.

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.