#### JACOBS KENNETH M Form 4

March 13, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* JACOBS KENNETH M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

Lazard Ltd [LAZ]

(Check all applicable)

C/O LAZARD LTD, 30

3. Date of Earliest Transaction

(Month/Day/Year) 03/12/2013

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify below)

Chairman and CEO

ROCKEFELLER PLAZA

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)

(Street)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

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

(Instr. 4)

Ownership (Instr. 4)

(A)

Reported 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.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### 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

### Edgar Filing: JACOBS KENNETH M - Form 4

	Price of Derivative Security	Derivative cecurity (		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr. 3 and 4)			
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nur of S
Performance-based Restricted Stock Units (1)	<u>(2)</u>	03/12/2013		A	•	34,506		(3)	(3)	Class A common stock	34

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
JACOBS KENNETH M C/O LAZARD LTD 30 ROCKEFELLER PLAZA NEW YORK, NY 10020	X		Chairman and CEO					

# **Signatures**

/s/ Kenneth M. Jacobs by Scott D. Hoffman under a P of A 03/13/2013

\*\*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).
- Represents Performance-based Restricted Stock Units granted on March 12, 2013 for which Lazard Ltd's Compensation

  Committee has determined satisfaction of, and which are no longer subject to, the applicable performance conditions based on the Company's performance during fiscal year 2012. Does not include Performance-based Restricted Stock Units granted on March 12, 2013 that have performance conditions which have not been satisfied.
- Each Performance-based Restricted Stock Unit (the performance conditions of which have been satisfied) represents a contingent right to receive one share of Class A common stock of Lazard Ltd.
- The Performance-based Restricted Stock Units granted on March 12, 2013 will vest in two tranches: 33.33% on March 2, 2015 and the other 66.67% on March 1, 2016.
- Amount excludes 341,064 Restricted Stock Units, and 1,019,901 shares of Class A common stock, beneficially owned by the reporting person.

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.

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