

Lazard Ltd
 Form 4
 February 27, 2017

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 *
JACOBS KENNETH M

(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)
02/23/2017

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)
Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Restricted Class A Common Stock	02/23/2017		M		274,109 A <u>(1)</u>	395,533	D
Restricted Class A Common Stock	02/23/2017		D		141,359 <u>(2)</u> \$ 43.04 <u>(3)</u>	254,174	D
Restricted Class A Common Stock	02/24/2017		M		18,749 A <u>(4)</u>	272,923	D

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Restricted
Class A
Common
Stock

02/24/2017

D 9,668 ⁽²⁾ D 42.58 ⁽³⁾ 263,255 ⁽⁵⁾ D

\$

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 of Underlying Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance-based Restricted Stock Units ⁽⁶⁾	⁽⁷⁾	02/23/2017		A	274,109	⁽¹⁾ ⁽¹⁾	Class A Common Stock
Performance-based Restricted Stock Units ⁽⁶⁾	⁽¹⁾	02/23/2017		M	274,109	⁽¹⁾ ⁽¹⁾	Restricted Class A Common Stock
Restricted Stock Units ⁽⁸⁾	⁽⁹⁾	02/24/2017		A	24,393	⁽¹⁰⁾ ⁽¹⁰⁾	Class A Common Stock
Restricted Stock Units	⁽⁴⁾	02/24/2017		M	18,749	⁽⁴⁾ ⁽⁴⁾	Restricted Class A Common Stock

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 10112	X		Chairman and CEO	

Signatures

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

02/27/2017

__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) The reporting person is eligible for retirement under the Company's RSU Retirement Policy, which is described in the Company's 2016 Proxy Statement. The performance conditions for certain Performance-based Restricted Stock Units ("PRSUs") that were previously granted to the reporting person have been satisfied and such PRSUs have now become Restricted Stock Units ("RSUs"), which remain subject to all restrictive covenants contained in the underlying award agreements until the original vesting dates set forth therein. As a result of the reporting person's retirement eligibility, the RSUs are subject to taxation and have been settled in the form of Restricted Class A Common Stock. The Restricted Class A Common Stock, excluding the portion that the reporting person is permitted to sell in order to pay the related taxes (in accordance with the applicable award agreements), will remain subject to all restrictive covenants as described above.

(2) Represents shares of Class A Common Stock sold to the Company to cover estimated taxes arising from the settlement of PRSUs or RSUs, as applicable.

(3) Represents the New York Stock Exchange closing price of Class A Common Stock on the trading day immediately preceding the settlement date of the PRSUs and RSUs referenced in Footnote (2).

(4) RSUs granted to the reporting person pursuant to the dividend equivalent reinvestment provisions of underlying PRSU awards have become subject to taxation and have been settled in the form of Restricted Class A Common Stock, which remains subject to all restrictive covenants contained in the underlying award agreements until the original vesting dates set forth therein.

(5) Amount excludes 1,349,092 shares of Class A Common Stock directly or indirectly beneficially owned by the reporting person.

(6) Represents prior grants of PRSUs awarded with respect to compensation for 2013, 2014 and 2015 for which performance conditions have been satisfied. The grants were previously reflected in the Company's proxy statements for the relevant years.

(7) Each PRSU (the performance conditions of which have been satisfied) represents a contingent right to receive one share of Class A Common Stock.

(8) Additional RSUs were acquired pursuant to the dividend equivalent reinvestment provisions of underlying PRSU awards.

(9) Each RSU represents a contingent right to receive one share of Class A Common Stock.

(10) Of these RSUs, 6,962 will vest on or around March 1, 2017, 3,653 will vest on or around March 1, 2018, 8,134 will vest on or around March 1, 2019 and 5,644 will vest on or around March 2, 2020. As discussed in Footnote (2) above, the reporting person was permitted to sell a portion of the shares of Class A Common Stock underlying these RSUs in order to cover the estimated taxes.

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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