

Hoffman Scott D
Form 4
March 05, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hoffman Scott D

(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)
03/01/2019

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 below) ____ Other (specify
below) below)

CAO and General Counsel

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/01/2019		M		2,575	A	<u>(1)</u>	109,697	D	
Restricted Class A Common Stock	03/01/2019		M		2,091	A	<u>(2)</u>	97,923	D	
Restricted Class A Common Stock	03/01/2019		M		1,105	D	<u>(3)</u>	96,818	D	

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Class A Common Stock	03/01/2019	M	1,105	A	(3)	110,802	D
Restricted Class A Common Stock	03/01/2019	M	73,221	D	(1)	23,597	D
Class A Common Stock	03/01/2019	M	73,221	A	(1)	184,023 (4)	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 and Amount Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <u>(5)</u>	<u>(6)</u>	03/01/2019		A		4,666		<u>(7)</u>	<u>(7)</u>	Class A Common Stock	4,666
Restricted Stock Units	<u>(6)</u>	03/01/2019		M		2,575		03/01/2019	03/01/2019	Class A Common Stock	2,575
Restricted Stock Units	<u>(2)</u>	03/01/2019		M		2,091		<u>(2)</u>	<u>(2)</u>	Restricted Class A Common Stock	2,091

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

Hoffman Scott D
C/O LAZARD LTD
30 ROCKEFELLER PLAZA
NEW YORK, NY 10112

CAO and General Counsel

Signatures

/s/ Scott D.
Hoffman

03/05/2019

__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) Shares of unrestricted Class A Common Stock were acquired upon the vesting of a prior grant of Performance-based Restricted Stock Units ("PRSUs") awarded with respect to compensation for 2015, including certain Restricted Stock Units ("RSUs") that had been acquired pursuant to the dividend equivalent reinvestment provisions of the underlying PRSU award. The grant was previously reflected in the Company's proxy statements. The PRSUs and RSUs that had been acquired pursuant to the award had previously been converted into shares of Restricted Class A Common Stock in connection with the reporting person's retirement eligibility and such shares remained subject to vesting.
- (2) 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. 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 agreement), will remain subject to all restrictive covenants and sales restrictions contained in the underlying award agreements until the original vesting dates set forth therein.
- (3) Represents the portion of Restricted Class A Common Stock that the reporting person is permitted to sell solely in order to pay the taxes in connection with the settlement of the RSUs referenced in Footnote (2) (in accordance with the applicable award agreement).
- (4) Includes 19,493 shares of Class A Common Stock that the reporting person is permitted to sell solely in order to pay the estimated taxes arising from the settlement of PRSUs and RSUs.
- (5) RSUs were acquired pursuant to the dividend equivalent reinvestment provisions of underlying PRSU awards.
- (6) Each RSU represents a contingent right to receive one share of Class A Common Stock.
- (7) Of these RSUs, 2,575 vested on March 1, 2019, 990 will vest on or around March 2, 2020, and 1,101 will vest on or around March 1, 2021.

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.