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Lazard Ltd Form 4										
February 20, 20	14									
FORM 4	1								PPROVAL	
	UNITED	STATES			AND EX , D.C. 20		E COMMISSION	NOMB Number:	3235-0287	
Check this be if no longer subject to Section 16. Form 4 or Form 5	STATEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								
obligations may continue <i>See</i> Instructio 1(b).	Section 17(a) of the l	Public U	tility Hol	lding Cor		of 1935 or Section	on		
(Print or Type Resp	oonses)									
1. Name and Address of Reporting Person <u>*</u> HEYER STEVEN J			2. Issuer Name and Ticker or Trading Symbol Lazard Ltd [LAZ]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction				(Check all applicable)			
(Last) (First) (Middle) C/O LAZARD LTD, 30 ROCKEFELLER PLAZA			(Month/Day/Year) 02/18/2014				X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)				1	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
NEW YORK, I	NY 10020						Person	whole than one R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed of	of, or Beneficia	ally Owned	
	`ransaction Date onth/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	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				
Reminder: Report	on a separate line	e for each cl	ass of sec	urities bene	-	-	-			
					inforn requir	nation cont ed to resp lys a curre	spond to the colle tained in this form ond unless the for ntly valid OMB co	are not rm	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount	8. Price o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date	of Underlying	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	Securities	Security

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acq (A) Disp of (I	osed)) r. 3, 4,			(Instr. 3 and	4)	(Instr. 5)
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units (1)	<u>(2)</u>	02/18/2014		А	920	5	(2)	(2)	Class A common stock	926	\$ 0

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
HEYER STEVEN J C/O LAZARD LTD 30 ROCKEFELLER PLAZA NEW YORK, NY 10020	Х			
Signatures				
/s/ Steven J. Heyer by Scott D. of A	02/20/2014			
<u>**</u> Signature of Reporting		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).
- The reporting person elected to receive additional Deferred Stock Units under the Directors Fee Deferral Unit Plan, which allows
 (1) Non-Executive Directors to elect to receive additional Deferred Stock Units pursuant to either the 2005 Equity Incentive Plan or the 2008 Incentive Compensation Plan in lieu of some or all quarterly cash fees.
- (2) The Deferred Stock Units will be converted into Lazard Ltd Class A common stock on a one-for-one basis upon the date that the reporting person resigns from, or otherwise ceases to be a member of, the Board of Directors of Lazard Ltd.

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.