

Russo Evan L
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

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 *
Russo Evan L

(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)

Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	03/01/2019		M	672	A (1)	66,890	D
Class A Common Stock	03/01/2019		F	359 (2)	D \$ 37.43 (3)	66,531	D
Class A Common Stock	03/01/2019		M	27,306	A (1)	93,837	D
Restricted Class A	03/01/2019		M	15,672	D (1)	0	D

Common
Stock

Class A

Common Stock	03/01/2019	M	15,672	A	<u>(1)</u>	109,509	D
--------------	------------	---	--------	---	------------	---------	---

Class A

Common Stock	03/01/2019	F	22,875 <u>(2)</u>	D	\$ 37.43 <u>(3)</u>	86,634 <u>(4)</u>	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 number.

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 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		1,661		<u>(7)</u>	<u>(7)</u>	Class A Common Stock	1,661
Restricted Stock Units	<u>(6)</u>	03/01/2019		M		672		03/01/2019	03/01/2019	Class A Common Stock	672
Restricted Stock Units	<u>(6)</u>	03/01/2019		M		27,306		03/01/2019	03/01/2019	Class A Common Stock	27,306

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Russo Evan L C/O LAZARD LTD 30 ROCKEFELLER PLAZA NEW YORK, NY 10112	Chief Financial Officer

Signatures

/s/ Evan L. Russo by Scott D. Hoffman under a P
of A

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).
- Shares of unrestricted Class A Common Stock were acquired upon the vesting of the relevant portion of prior grants of Restricted Stock
- (1) Units ("RSUs") and Restricted Class A Common Stock, including certain RSUs that had been acquired pursuant to the dividend equivalent reinvestment provisions of the underlying RSU awards.
 - (2) Represents shares of Class A Common Stock withheld by the Company to cover taxes arising from the vesting of RSUs and Restricted Class A Common Stock, as applicable.
 - (3) Represents the New York Stock Exchange closing price of Class A Common Stock on the trading day immediately preceding the vesting date of the RSUs and Restricted Class A Common Stock referenced in Footnote (1).
 - (4) Amount excludes 4,080 Performance-based Restricted Stock Units directly or indirectly owned by the reporting person.
 - (5) Additional RSUs were acquired pursuant to the dividend equivalent reinvestment provisions of underlying Performance-based Restricted Stock Unit and RSU awards.
 - (6) Each RSU represents a contingent right to receive one share of Class A Common Stock.
 - (7) Of these RSUs, 672 vested on March 1, 2019, 421 will vest on or around March 2, 2020, and 568 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.