

BHUTANI ASHISH
Form 4
March 05, 2019

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 *
BHUTANI ASHISH

(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
 Officer (give title below) Other (specify below)
CEO of Lazard Asset Management

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 03/01/2019 | | M | | 5,479 | A | (1) |
| Restricted Class A Common Stock | 03/01/2019 | | M | | 4,257 | A | (2) |
| Restricted Class A Common Stock | 03/01/2019 | | M | | 2,267 | D | (3) |

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| | | | | | | | |
|--|------------|---|---------|-----|-----|--------------------|--------------|
| Class A Common Stock | 03/01/2019 | M | 2,267 | A | (3) | 604,609 | D |
| Class A Common Stock | 03/01/2019 | F | 5,183 | (3) | D | \$ 37.43 (4) | 599,426 D |
| Restricted Class A Common Stock | 03/01/2019 | M | 150,077 | D | (1) | 46,138 | D |
| Class A Common Stock | 03/01/2019 | M | 150,077 | A | (1) | 749,503 | 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 of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units (5) | (6) | 03/01/2019 | | A | 9,736 | (7) (7) | Class A Common Stock | 9,736 |
| Restricted Stock Units | (6) | 03/01/2019 | | M | 5,479 | 03/01/2019 03/01/2019 | Class A Common Stock | 5,479 |
| Restricted Stock Units | (2) | 03/01/2019 | | M | 4,257 | (2) (2) | Restricted Class A Common Stock | 4,257 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BHUTANI ASHISH C/O LAZARD LTD 30 ROCKEFELLER PLAZA NEW YORK, NY 10112 | X | | CEO of Lazard Asset Management | |

Signatures

/s/ Ashish Bhutani 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).

(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) Certain 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 retained by the Company in order to cover taxes required to be withheld, 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 shares of Class A Common Stock retained by the Company to cover taxes required to be withheld in connection with the settlement of RSUs.

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

(5) Additional 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, 5,479 vested on March 1, 2019, 1,958 will vest on or around March 2, 2020, and 2,299 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.

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