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Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pu	W MENT OF CHA ursuant to Section (a) of the Public	JRITIES AND EXCHANG Jashington, D.C. 20549 ANGES IN BENEFICIAL O SECURITIES 16(a) of the Securities Excha Utility Holding Company Ac Investment Company Act of	WNERSHIP OF ange Act of 1934, t of 1935 or Section	Number: 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5		
1. Name and Address of Reporting Hoffman Scott D	Symbo Lazar	uer Name and Ticker or Trading l d Ltd [LAZ] of Earliest Transaction	Issuer	Reporting Person(s) to k all applicable)		
C/O LAZARD LTD, 30 ROCKEFELLER PLAZA	. ,	n/Day/Year)	Director X Officer (give below) Get	title 10% Owner Other (specify below) neral Counsel		
(Street) NEW YORK, NY 10020		nendment, Date Original Ionth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City) (State)	(Zip) Te		Person			
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any	3. 4. Securities 3. 4. Securities TransactionAcquired (A) or Code Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Code V Or Code Code V Amount (D)	5. Amount of 6 Securities F Beneficially (1 Owned (1 Following (1 Reported Transaction(s) (Instr. 3 and 4)	. Ownership 7. Nature of form: Direct Indirect D) or Indirect Beneficial		
Reminder: Report on a separate lin	e for each class of se	information con required to resp	or indirectly. spond to the collec tained in this form a pond unless the form ently valid OMB con	are not (9-02) n		

 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 of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Derivat
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Securit

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquir (A) or Dispose of (D)	Acquired (A) or Disposed of (D) (Instr. 3, 4,				(In	(Instr.	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Restricted Stock Units (1)	<u>(2)</u>	05/30/2008		A	165		(3)	(3)	Class A Common Stock	165	\$

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 10020			General Counsel				
Signatures							
/s/ Scott D. 0	6/02/2008						

Hoffman

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).
- Additional Restricted Stock Units were acquired pursuant to the dividend equivalent reinvestment provisions of the underlying Restricted (1)Stock Unit Award.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Class A common stock of Lazard Ltd.
- (3) Of the 165 Restricted Stock Units acquired, 43 vest on March 31, 2010 and 122 vest on March 31, 2011.

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.