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| Lazard Ltd Form 4 May 17, 2016 | | | | | | | |
|---|---|--|--|--|---|--|--|
| | | | | | PPROVAL | | |
| UNITEL | | URITIES AND EXCHANGI Vashington, D.C. 20549 | E COMMISSION | OMB Number: | 3235-0287 January 31, | | |
| if no longer | subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. SECURITIES | | | | | | |
| abligations | (a) of the Public | 16(a) of the Securities Excha Utility Holding Company Act Investment Company Act of | t of 1935 or Section | response | 0.5 | | |
| (Print or Type Responses) | | | | | | | |
| 1. Name and Address of Reportin HAASS RICHARD N | Symbo | | 5. Relationship of Issuer | Reporting Person(s) to | | | |
| | Lazard Ltd [LAZ] | | | | | | |
| (Last) (First) C/O LAZARD LTD, 30 ROCKEFELLER PLAZA | | e of Earliest Transaction n/Day/Year) /2016 | XDirector10% Owner Officer (give titleOther (specify below)below) | | | | |
| (Street) NEW YORK, NY 10112 | | mendment, 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 | | | | |
| | (7:) | | Person | | | | |
| (City) (State) | (Zip) Ta | able I - Non-Derivative Securities A | | | lly Owned | | |
| 1.Title of Security (Instr. 3)2. Transaction Data (Month/Day/Year) | Execution Date, if any | 3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price | SecuritiesFBeneficially(I)Owned(I)Following(I)ReportedTransaction(s)(Instr. 3 and 4) | . Ownership Form: Direct D) or Indirect I) Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| Reminder: Report on a separate lin | ne for each class of se | ecurities beneficially owned directly | | | | | |
| | | Persons who re information con required to resp | spond to the collec tained in this form a ond unless the forr ntly valid OMB con | are not n | 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. | 6. Date Exercisable and | 7. Title and Amount of | 8. Price of |
|-------------|-------------|---------------------|--------------------|-----------|-----------|-------------------------|------------------------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | ionNumber | Expiration Date | Underlying Securities | Derivative |
| Security | or Exercise | | any | Code | of | (Month/Day/Year) | (Instr. 3 and 4) | Security |

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| (Instr. 3) | Price of Derivative Security | (1 | Month/Day/Year) | (Instr. 8 | | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | (Instr. 5) | | |
|--------------------------------|------------------------------------|------------|-----------------|-----------|---|---|-----|---------------------|--------------------|----------------------------|--|------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Deferred Stock Units (1) | <u>(2)</u> | 05/16/2016 | | А | | 56 | | (2) | (2) | Class A Common Stock | 56 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | | Relationsh | | |
|---|----------|------------|---------|------------|
| | Director | 10% Owner | Officer | Other |
| HAASS RICHARD N C/O LAZARD LTD 30 ROCKEFELLER PLAZA NEW YORK, NY 10112 | Х | | | |
| Signatures | | | | |
| /s/ Richard N. Haass by Scott D. Hoffman under a P of A | | | | 05/17/2016 |
| **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) Deferred Stock Units ("DSUs") were awarded under Lazard Ltd's 2008 Incentive Compensation Plan as part of the Non-Executive Director Compensation arrangement.
- (2) The DSUs will be converted into Class A Common Stock on a one-for-one basis on or around 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.