

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Hoffman Scott D</u> (Last) (First) (Middle) <u>C/O LAZARD LTD</u> <u>30 ROCKEFELLER PLAZA</u> (Street) <u>NEW YORK NY 10112</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Lazard Ltd [LAZ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/26/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/01/2016		M		72,424	A	(1)	161,207	D	
Class A Common Stock	03/01/2016		D		37,350 ⁽²⁾	D	\$35.18 ⁽³⁾	123,857	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units ⁽⁴⁾	(5)	02/26/2016		A		10,576		(6)	(6)	Class A Common Stock	10,576	\$0	25,942	D	
Restricted Stock Units ⁽¹⁾	(7)	03/01/2016		M			13,453	03/01/2016	03/01/2016	Class A Common Stock	13,453	(7)	12,489	D	
Performance-based Restricted Stock Units ⁽¹⁾	(7)	03/01/2016		M		58,971		03/01/2016	03/01/2016	Class A Common Stock	58,971	(7)	33,518	D	

Explanation of Responses:

- Shares of Class A common stock were acquired upon the vesting of the relevant portion of prior grants of Performance-based Restricted Stock Units ("PRSU") and Restricted Stock Units ("RSUs") awarded with respect to compensation for 2012, including certain RSUs that had been acquired pursuant to the dividend equivalent reinvestment provisions of the underlying PRSU and RSU awards. The grants were previously reflected in Lazard Ltd's proxy statements.
- Represents shares of Class A common stock sold to the Company to cover estimated taxes arising from the vesting of PRSUs and RSUs.
- Represents the New York Stock Exchange closing price of Class A common stock on February 29, 2016, the trading day immediately preceding the vesting date.
- Additional RSUs were acquired pursuant to the dividend equivalent reinvestment provisions of underlying PRSU and RSU awards.
- Each RSU represents a contingent right to receive one share of Class A common stock.
- Of these RSUs, 3,132 vested on March 1, 2016, 2,131 will vest on or around March 1, 2017, 2,158 will vest on or around March 1, 2018 and 3,155 will vest on or around March 1, 2019.
- Each RSU, and each PRSU (the performance conditions of which have been satisfied), represented or represents a contingent right to receive one share of Class A common stock.

Remarks:

/s/ Scott D. Hoffman 03/01/2016
 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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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