

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>CAO and General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/01/2019		M		2,575	A	(1)	109,697	D	
Restricted Class A Common Stock	03/01/2019		M		2,091	A	(2)	97,923	D	
Restricted Class A Common Stock	03/01/2019		M		1,105	D	(3)	96,818	D	
Class A Common Stock	03/01/2019		M		1,105	A	(3)	110,802	D	
Restricted Class A Common Stock	03/01/2019		M		73,221	D	(1)	23,597	D	
Class A Common Stock	03/01/2019		M		73,221	A	(1)	184,023 <sup>(4)</sup>	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 <sup>(5)</sup>	(6)	03/01/2019		A		4,666		(7)	(7)	Class A Common Stock	4,666	(6)	4,666	D	
Restricted Stock Units	(6)	03/01/2019		M		2,575		03/01/2019	03/01/2019	Class A Common Stock	2,575	(6)	2,091	D	
Restricted Stock Units	(2)	03/01/2019		M		2,091		(2)	(2)	Restricted Class A Common Stock	2,091	(2)	0	D	

**Explanation of Responses:**

- 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.
- 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 that the reporting person is permitted to sell in order to pay the related taxes (in accordance with the applicable award agreement), will remain subject to all restrictive covenants and sales restrictions contained in the underlying award agreements until the original vesting dates set forth therein.
- Represents the portion of Restricted Class A Common Stock that the reporting person is permitted to sell solely in order to pay the taxes in connection with the settlement of the RSUs referenced in Footnote (2) (in accordance with the applicable award agreement).
- Includes 19,493 shares of Class A Common Stock that the reporting person is permitted to sell solely in order to pay the estimated taxes arising from the settlement of PRSUs and RSUs.
- RSUs were acquired pursuant to the dividend equivalent reinvestment provisions of underlying PRSU awards.
- Each RSU represents a contingent right to receive one share of Class A Common Stock.
- Of these RSUs, 2,575 vested on March 1, 2019, 990 will vest on or around March 2, 2020, and 1,101 will vest on or around March 1, 2021.

**Remarks:**

/s/ Scott D. Hoffman

03/05/2019

\*\* 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.

