

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>Bucaille Matthieu</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>Chief Financial Officer</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>02/23/2017</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 <input type="checkbox"/> 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			
Restricted Class A Common Stock	02/23/2017		M		91,465	A	(1)	221,657	D	
Restricted Class A Common Stock	02/23/2017		D		47,169 ⁽²⁾	D	\$43.04 ⁽³⁾	174,488	D	
Restricted Class A Common Stock	02/24/2017		M		6,082	A	(4)	180,570	D	
Restricted Class A Common Stock	02/24/2017		D		3,136 ⁽²⁾	D	\$42.58 ⁽³⁾	177,434 ⁽⁵⁾	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					
Performance-based Restricted Stock Units ⁽⁶⁾	(7)	02/23/2017		A		91,465		(1)	(1)	Class A Common Stock	(7)	91,465	D	
Performance-based Restricted Stock Units ⁽⁶⁾	(1)	02/23/2017		M		91,465		(1)	(1)	Restricted Class A Common Stock	(1)	0	D	
Restricted Stock Units ⁽⁸⁾	(9)	02/24/2017		A		7,962		(10)	(10)	Class A Common Stock	(9)	7,962	D	
Restricted Stock Units	(4)	02/24/2017		M		6,082		(4)	(4)	Restricted Class A Common Stock	(4)	1,880 ⁽⁵⁾	D	

Explanation of Responses:

- The reporting person is eligible for retirement under the Company's RSU Retirement Policy, which is described in the Company's 2016 Proxy Statement. The performance conditions for certain Performance-based Restricted Stock Units ("PRSUs") that were previously granted to the reporting person have been satisfied and such PRSUs have now become Restricted Stock Units ("RSUs"), which remain subject to all restrictive covenants contained in the underlying award agreements until the original vesting dates set forth therein. As a result of the reporting person's retirement eligibility, the RSUs are 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 agreements), will remain subject to all restrictive covenants as described above.
- Represents shares of Class A Common Stock sold to the Company to cover estimated taxes arising from the settlement of PRSUs or RSUs, as applicable.
- Represents the New York Stock Exchange closing price of Class A Common Stock on the trading day immediately preceding the settlement date of the PRSUs and RSUs referenced in Footnote (2).
- 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, which remains subject to all restrictive covenants contained in the underlying award agreements until the original vesting dates set forth therein.
- Amount excludes 300,311 shares of Class A Common Stock directly or indirectly beneficially owned by the reporting person.
- Represents prior grants of PRSUs awarded with respect to compensation for 2013, 2014 and 2015 for which performance conditions have been satisfied. The grants were previously reflected in the Company's proxy statements for the relevant years.
- Each PRSU (the performance conditions of which have been satisfied) represents a contingent right to receive one share of Class A Common Stock.
- Additional 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, 2,382 will vest on or around March 1, 2017, 1,217 will vest on or around March 1, 2018, 2,483 will vest on or around March 1, 2019 and 1,880 will vest on or around March 2, 2020. As discussed in Footnote (2) above, the reporting person was permitted to sell a portion of the shares of Class A Common Stock underlying these RSUs in order to cover the estimated taxes.

Remarks:

/s/ Matthieu Bucaille by Scott D. 02/27/2017

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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