

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

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 _____ Officer (give title below) _____ Other (specify below) _____ Chief Financial Officer		
			3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2016</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	02/24/2016		M		21,536	A	(1)	186,864 ⁽²⁾	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 ⁽³⁾	(4)	02/24/2016		A		21,536		(1)	(1)	Class A common stock	(4)	21,536	D	
Performance-based Restricted Stock Units ⁽³⁾	(1)	02/24/2016		M		21,536		(1)	(1)	Restricted Class A common stock	(1)	0 ⁽²⁾	D	

Explanation of Responses:

- The reporting person has become eligible for retirement under the Company's RSU Retirement Policy, which is described in the Company's 2015 Proxy Statement. As a result of the foregoing, certain Performance-based Restricted Stock Units ("PRSUs") that were previously granted to the reporting person are no longer subject to the service-based vesting requirements contained in the underlying award agreements. Such PRSUs (for which the performance conditions have been satisfied) have now become subject to taxation and have been settled in the form of Restricted Class A common stock. The Restricted Class A common stock, excluding any portion that the reporting person may be permitted to sell solely in order to pay the related taxes (in accordance with the applicable award agreements), will remain subject to all restrictive covenants contained in the underlying award agreements until the original vesting dates set forth in the award agreements.
- Amount excludes 233,427 shares of Class A common stock of Lazard Ltd beneficially owned by the reporting person.
- Represents prior grants of PRSUs awarded with respect to compensation for 2013 and 2014 for which performance conditions have been satisfied. These grants were previously reflected in Lazard Ltd'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 of Lazard Ltd.

Remarks:

/s/ Matthieu Bucaille by Scott D. Hoffman under a P of A 02/25/2016

** 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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