SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burde	n
hours per response:	0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* JACOBS KENNETH M				er Name and Ticke ard Ltd [LAZ	-	ymbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) C/O LAZARD 30 ROCKEFEL		(Middle)		e of Earliest Transa /2022	action (Month/I	Day/Year)	X	Officer (give title below) Chairma	Other below) n and CEO	(specify		
(Street) NEW YORK NY 10112 (City) (State) (Zip)				nendment, Date of	Original Filed	(Month/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 Person					
		Table I - No	on-Derivative	Securities Ac	quired, Dis	posed of, or Benefic	ially C	Owned				
Date			2. Transaction Date	2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		

	(Month/Day/Year)	if any (Month/Day/Year)	Code (Disposed Of (D) (instr. 3, 4 and 5)			Securities Beneficially Owned Following Reported	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	03/01/2022		М		341,168	Α	(1)	1,911,750 ⁽²⁾	D	
Class A Common Stock	03/01/2022		D		120,091 ⁽³⁾	D	\$34.58(4)	1,791,659 ⁽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. Transa Code (8)		Derivative		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	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	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Performance- based Restricted Participation Units ⁽⁵⁾	(6)	03/01/2022		М			341,168	(1)	(1)	Class A Common Stock	341,168	(6)	80,794	D	

Explanation of Responses:

1. Shares of Class A Common Stock were acquired upon the exchange of a prior grant of Performance-based Restricted Participation Units ("PRPUs") into shares of Class A Common Stock.

2. Amount excludes 584,279 shares of Class A Common Stock indirectly beneficially owned by the reporting person by trust.

3. Represents shares of Class A Common Stock sold to the Company to cover estimated taxes arising from the exchange of the PRPUs referenced in Footnote (1).

4. Represents the New York Stock Exchange closing price of Class A Common Stock on the trading day immediately preceding the exchange date of the PRPUs referenced in Footnote (1).

5. Represents a prior grant of PRPUs awarded with respect to compensation for 2018 for which performance and other conditions have been satisfied. The grant at target was previously reflected in the Company's proxy statement for the relevant year

6. Each PRPU (the performance and other conditions of which have been satisfied) represents an interest in Lazard Group LLC that may be exchanged for one share of Class A Common Stock. **Remarks:**

/s/ Kenneth M. Jacobs by Scott

03/03/2022 D. Hoffman under a P of A

Date

** Signature of Reporting Person

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

 \ast 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,

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.