

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

**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

1. Name and Address of Reporting Person* <u>LAZ-MD Holdings LLC</u> (Last) (First) (Middle) <u>30 ROCKEFELLER PLAZA</u> (Street) <u>NEW YORK NY 10020</u> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Lazard Ltd [ LAZ, LDZ ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>12/06/2006</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			

**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					
Common Interest in Lazard Group LLC	(1)	12/06/2006		C			6,000,000	(1)	(1)	Class A Common Stock	(1)	56,098,448 <sup>(3)</sup>	D	

**Explanation of Responses:**

- The Common Interest in Lazard Group issued to LAZ-MD Holdings LLC is exchangeable with Lazard Ltd for shares of Class A Common Stock of Lazard Ltd, on the basis of one unit of such Common Interest for each share of Class A Common Stock (subject to customary anti-dilution adjustments). This Common Interest underlies the Class II Interests in LAZ-MD Holdings held by the current and former working members of Lazard. In the event of an exchange of a Class II Interest in LAZ-MD Holdings LLC, LAZ-MD Holdings LLC will generally redeem such Class II Interest in exchange for a portion of its Common Interest in Lazard Group LLC, which will in turn be exchanged with Lazard Ltd for shares of Class A Common Stock in Lazard Ltd.
- On 12/6/06, an aggregate of 6,000,000 Class II Interests were exchanged into an aggregate of 6,000,000 shares of Class A Common Stock as described in footnote (1) and sold by certain members of LAZ-MD Holdings LLC in a public offering for \$45.42 per share. LAZ-MD Holdings did not receive any proceeds from such sale.
- As each unit of the Common Interest in Lazard Group issued to LAZ-MD Holdings is associated with each unit of outstanding LAZ-MD Class II Interests held by members of LAZ-MD Holdings under the terms of the separation agreement, LAZ-MD Holdings disclaims beneficial ownership of all of the shares of Class A Common Stock into which the Common Interest in Lazard Group is exchangeable.

**Remarks:**

Immediately prior to the public offering of the Class A Common Stock on December 6, 2006, the share of Class B Common Stock of Lazard Ltd held by LAZ-MD Holdings LLC was entitled to 62.3% of the voting power of Lazard Ltd under the Amended and Restated Bye-Laws of Lazard Ltd, and in connection with the public offering described in footnote (2), such voting power was decreased to 52.6%. LAZ-MD Holdings LLC is party to that certain stockholders' agreement with Lazard Ltd and certain members of LAZ-MD Holdings LLC, which contains provisions regarding the voting of such share of Class B Common Stock. Pursuant to the stockholders' agreement, each of the members of LAZ-MD Holdings LLC who are party thereto are generally entitled to direct LAZ-MD Holdings LLC how to vote such member's proportionate interest in Lazard Ltd (with such proportionate interest calculated based on the number of votes at Lazard Ltd such member would be entitled to if such member had converted his or her Class II Interests of LAZ-MD Holdings LLC into Class A common stock), subject to certain exceptions.

/s/ Laurence Grafstein

12/08/2006

\*\* 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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