

OMB APPROVAL	
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**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>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>12/24/2018</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			
Restricted Class A Common Stock	12/24/2018		M		48,321	A	(1)	48,321	D	
Restricted Class A Common Stock	12/24/2018		M		25,308	A	(1)	73,629	D	
Restricted Class A Common Stock	12/24/2018		M		38,863	D	(2)	34,766	D	
Class A Common Stock	12/24/2018		M		38,863	A	(2)	127,597	D	
Class A Common Stock	12/24/2018		D		38,863 <sup>(3)</sup>	D	\$34.8 <sup>(4)</sup>	88,734	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 <sup>(5)</sup>	(1)	12/24/2018		M			48,321	(1)	(1)	Restricted Class A Common Stock	(1)	0	D	
Restricted Stock Units <sup>(6)</sup>	(1)	12/24/2018		M			25,308	(1)	(1)	Restricted Class A Common Stock	(1)	0	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 2018 Proxy Statement. As a result of the foregoing, certain RSUs, and certain PRSUs for which the performance conditions have been satisfied, 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 RSUs and PRSUs (for which the performance conditions have been satisfied) are being treated as 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 is 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.
- Represents the portion of the Restricted Class A Common Stock that the reporting person is permitted to sell solely in order to pay the related taxes (in accordance with the applicable award agreements).
- Represents shares of Class A Common Stock sold to the Company to cover estimated taxes arising from the settlement of PRSUs and RSUs.
- Represents the New York Stock Exchange closing price of Class A Common Stock on December 21, 2018, the trading day immediately preceding the settlement date of the PRSUs and RSUs referenced in Footnote (1).
- Represents prior grants of PRSUs awarded with respect to compensation for 2015 and 2016 for which performance conditions have been satisfied. These grants were previously reflected in the Company's proxy statements for the relevant years.
- Represents RSUs previously acquired pursuant to the dividend equivalent reinvestment provisions of underlying PRSU awards.

**Remarks:**

/s/ Scott D. Hoffman

12/27/2018

\*\* 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.

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.