

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0362
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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).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

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>Parr Gary</u>			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) <input checked="" type="checkbox"/> Other (specify below) Former Director			
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2012</u>			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			
C/O LAZARD LTD 30 ROCKEFELLER PLAZA			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
NEW YORK	NY	10020							

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A common stock	11/15/2012		C	150,045 ⁽¹⁾	A	\$0	1,170,547	D	
Class A common stock	12/17/2012		A	279,778 ⁽⁶⁾	A	\$0 ⁽⁶⁾	1,450,325	D	
Class A common stock	12/17/2012		D	128,698 ⁽⁷⁾	D	\$29.86 ⁽⁷⁾	1,321,627	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)		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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class II Interests of LAZ-MD Holdings LLC	\$0 ⁽²⁾	11/15/2012		C		150,045	(2)	(2)	Class A common stock	150,045	\$0	0	D	
Restricted Stock Units ⁽³⁾	\$0 ⁽⁴⁾	11/23/2012		A	3,500		(5)	(5)	Class A common stock	3,500	\$0	542,951	D	
Restricted Stock Units	\$0 ⁽⁴⁾	12/17/2012		M		279,778 ⁽⁶⁾	(6)	(6)	Class A common stock	279,778 ⁽⁶⁾	\$0	263,173	D	
Restricted Stock Units ⁽³⁾	\$0 ⁽⁴⁾	12/27/2012		A	2,998		(8)	(8)	Class A common stock	2,998	\$0	266,171	D	

Explanation of Responses:

- The shares of Class A common stock were acquired upon the exchange of Class II Interests of LAZ-MD Holdings LLC.
- The Class II Interests of LAZ-MD Holdings LLC were exchangeable on a one-for-one basis for Class A common stock of Lazard Ltd.
- Additional Restricted Stock Units were acquired pursuant to the dividend equivalent reinvestment provisions of the underlying Restricted Stock Unit award.
- Each Restricted Stock Unit represents a contingent right to receive one share of Class A common stock.
- Of the 3,500 Restricted Stock Units acquired, 1,934 vest on March 1, 2013, 878 vest on March 3, 2014 and 688 vest on March 2, 2015.
- The reporting person exchanged 279,778 previously granted Restricted Stock Units that were scheduled to vest on March 1, 2013 for 279,778 shares of restricted Class A common stock that are scheduled to vest on the same date. The restricted Class A common stock is subject to the same general terms and conditions of, and the restrictive covenants that applied to, the Restricted Stock Units exchanged by the reporting person.
- The reporting person's receipt of restricted Class A common stock in exchange for the Restricted Stock Units gave rise to a tax on the date of the exchange. The reporting person entered into a forward stock purchase agreement with the Company under which, consistent with past practice, the reporting person agreed to sell to the Company the portion of such restricted Class A common stock representing the amount of such tax. The forward purchase agreement will settle on March 1, 2013 (i.e., the vesting date) at a price of \$29.86 per share, which was the New York Stock Exchange closing price of Class A common stock on December 14, 2012.
- Of the 2,998 Restricted Stock Units acquired, 1,681 vest on March 3, 2014 and 1,317 vest on March 2, 2015.

Remarks:

/s/ Gary W. Parr by Scott D. Hoffman under a P of A 02/14/2013

** 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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