

Russo Evan L  
Form 4  
March 05, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Russo Evan L

(Last) (First) (Middle)  
C/O LAZARD LTD, 30  
ROCKEFELLER PLAZA  
(Street)

NEW YORK, NY 10112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Lazard Ltd [LAZ]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Chief Financial Officer

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 - 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Class A Common Stock            | 03/01/2019                           |  | M                              |   | 672 (1)   | 66,890   | D                                 |
| Class A Common Stock            | 03/01/2019                           |  | F                              |   | 359 (2) \$ 37.43 (3)  | 66,531   | D                                 |
| Class A Common Stock            | 03/01/2019                           |  | M                              |   | 27,306 (1)  | 93,837   | D                                 |
| Restricted Class A              | 03/01/2019                           |  | M                              |   | 15,672 (1)  | 0  | D                                 |

Common  
Stock

Class A  
Common Stock 03/01/2019 M 15,672 A (1) 109,509 D

Class A  
Common Stock 03/01/2019 F 22,875<sup>(2)</sup> D \$ 37.43<sup>(3)</sup> 86,634 (4) D

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

**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 control number.**

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(9-02)

**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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Restricted Stock Units <sup>(5)</sup>      | <u>(6)</u>   | 03/01/2019                           |  | A                              | 1,661   | <u>(7)</u> <u>(7)</u>                                    | Class A Common Stock 1,661                                  |
| Restricted Stock Units                     | <u>(6)</u>   | 03/01/2019                           |  | M                              | 672   | 03/01/2019 03/01/2019                                    | Class A Common Stock 672                                    |
| Restricted Stock Units                     | <u>(6)</u>   | 03/01/2019                           |  | M                              | 27,306  | 03/01/2019 03/01/2019                                    | Class A Common Stock 27,306                                 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Russo Evan L<br>C/O LAZARD LTD<br>30 ROCKEFELLER PLAZA<br>NEW YORK, NY 10112 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Evan L. Russo by Scott D. Hoffman under a P  
of A

03/05/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- Shares of unrestricted Class A Common Stock were acquired upon the vesting of the relevant portion of prior grants of Restricted Stock
- (1) Units ("RSUs") and Restricted Class A Common Stock, including certain RSUs that had been acquired pursuant to the dividend equivalent reinvestment provisions of the underlying RSU awards.
  - (2) Represents shares of Class A Common Stock withheld by the Company to cover taxes arising from the vesting of RSUs and Restricted Class A Common Stock, as applicable.
  - (3) Represents the New York Stock Exchange closing price of Class A Common Stock on the trading day immediately preceding the vesting date of the RSUs and Restricted Class A Common Stock referenced in Footnote (1).
  - (4) Amount excludes 4,080 Performance-based Restricted Stock Units directly or indirectly owned by the reporting person.
  - (5) Additional RSUs were acquired pursuant to the dividend equivalent reinvestment provisions of underlying Performance-based Restricted Stock Unit and RSU awards.
  - (6) Each RSU represents a contingent right to receive one share of Class A Common Stock.
  - (7) Of these RSUs, 672 vested on March 1, 2019, 421 will vest on or around March 2, 2020, and 568 will vest on or around March 1, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.