

Parr Gary  
 Form 4  
 September 05, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden 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 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 \*  
 Parr Gary

(Last) (First) (Middle)

C/O LAZARD LTD, 30  
 ROCKEFELLER PLAZA

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 08/31/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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
Class A common stock	08/31/2012		M		701,082	A	<u>(1)</u>
					1,343,000	<u>(2)</u>	D
Class A common stock	08/31/2012		F		322,498	D	\$ <u>(3)</u>
					28.13		1,020,502 <u>(4)</u>

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

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SEC 1474  
 (9-02)

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**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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	(5)	08/31/2012		M	701,082	08/31/2012	08/31/2012	Class A common stock	701,082

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parr Gary C/O LAZARD LTD 30 ROCKEFELLER PLAZA NEW YORK, NY 10020		X		

## Signatures

/s/ Gary W. Parr by Scott D. Hoffman under a Power of Attorney  
Date: 09/05/2012

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).
- (1) The shares of Class A common stock were acquired upon the vesting of Restricted Stock Units.  
Amount includes 1,288,255 shares of unrestricted Class A common stock and 54,745 shares of restricted Class A common stock. Amount excludes (i) 150,045 shares of Class A common stock issuable upon exchange of 150,045 Class II Interests of LAZ-MD Holdings LLC that are held by the reporting person and (ii) 539,451 Restricted Stock Units (including a right to a grant of Restricted Stock Units).
- (2) Shares of Class A common stock withheld by the Company to cover estimated taxes.  
Amount includes 965,757 shares of unrestricted Class A common stock and 54,745 shares of restricted Class A common stock. Amount excludes (i) 150,045 shares of Class A common stock issuable upon exchange of 150,045 Class II Interests of LAZ-MD Holdings LLC that are held by the reporting person and (ii) 539,451 Restricted Stock Units (including a right to a grant of Restricted Stock Units).
- (3) Each Restricted Stock Unit represented a contingent right to receive one share of Class A common stock of Lazard Ltd.
- (4) Amount includes right to grant of 36,496 Restricted Stock Units and 502,955 previously granted Restricted Stock Units.

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.