

Parr Gary
 Form 5
 February 14, 2013

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Parr Gary
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 Lazard Ltd [LAZ]
 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2012

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 ___ Officer (give title below) Other (specify below)
 Former Director

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

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

6. Individual or Joint/Group Reporting
 (check applicable line)

NEW YORK, NY 10020
 (City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Amount 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 | ^ |

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

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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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|------------------------|--|------------------|---|------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Class II Interests of LAZ-MD Holdings LLC | \$ 0 ⁽²⁾ | 11/15/2012 | Â | C | Â | 150,045 | Â ⁽²⁾ | Â ⁽²⁾ | Class A common stock | 150,045 |
| Restricted Stock Units ⁽³⁾ | \$ 0 ⁽⁴⁾ | 11/23/2012 | Â | A | Â | 3,500 | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Class A common stock | 3,500 |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 12/17/2012 | Â | M | Â | 279,778 ⁽⁶⁾ | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Class A common stock | 279,778 ⁽⁶⁾ |
| Restricted Stock Units ⁽³⁾ | \$ 0 ⁽⁴⁾ | 12/27/2012 | Â | A | Â | 2,998 | Â ⁽⁸⁾ | Â ⁽⁸⁾ | Class A common stock | 2,998 |

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 | Â | Â | Â | Former Director |

Signatures

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

**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 exchange of Class II Interests of LAZ-MD Holdings LLC.
- (2) 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.
- (3) Additional Restricted Stock Units were acquired pursuant to the dividend equivalent reinvestment provisions of the underlying Restricted Stock Unit award.
- (4) Each Restricted Stock Unit represents a contingent right to receive one share of Class A common stock.
- (5) 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.
- (7)
 - (8) Of the 2,998 Restricted Stock Units acquired, 1,681 vest on March 3, 2014 and 1,317 vest on March 2, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.