## Edgar Filing: Stern Alexander F. - Form 4

| Stern Alexander<br>Form 4  |                                  |  |            |                               |   |   |   |  |   |  |
|--|----------------------------------|--|------------|-------------------------------|---|---|---|--|---|--|
| February 12, 200   |                                  |  |            |                               |   |   |   |  |   |  |
| FORM 4   | UNITED                           | STATES   |            | RITIES A                      |   |   | COMMISSION  |  | PPROVAL<br>3235-0287  |  |
| Check this box   | x                                |  |            | 0                             | ,   |   |   | Expires:   | January 31,   |  |
| if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5 |                                  | <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b><br><b>SECURITIES</b><br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, |            |                               |   |   |   | Estimated<br>burden hou<br>response                                  | Estimated average<br>burden hours per<br>response 0.5             |  |
| obligations<br>may continue.<br>See Instruction<br>1(b).         | Section 17(                      | (a) of the l   | Public U   | Itility Hol                   | ding Cor  |   | of 1935 or Section  |  |   |  |
| (Print or Type Respo   | onses)                           |  |            |                               |   |   |   |  |   |  |
| 1. Name and Addre<br>Stern Alexander                             |                                  | Person <sup>*</sup>  | Symbol     | er Name <b>an</b><br>Ltd [LAZ |   | Trading                                   | 5. Relationship o<br>Issuer   |  |   |  |
| (Last)   | (First) (                        | Middle)  |            | of Earliest T                 | -   |   | (Che  | eck all applicable   | e)  |  |
| C/O LAZARD I<br>ROCKEFELLE                                       | LTD, 30                          |  |            | Day/Year)                     | Tansaction  |   | below)  | ve title 109<br>below)   |   |  |
|  | (Street)                         |  |            | endment, D<br>onth/Day/Yea    | -   | 1   | 6. Individual or ,<br>Applicable Line)<br>_X_ Form filed by<br>Form filed by        |  | erson   |  |
| NEW YORK, N  | Y 10020                          |  |            |                               |   |   | Person  | wore than one R  | eporting  |  |
| (City)   | (State)                          | (Zip)  | Tab        | le I - Non-l                  | Derivative  | Securities A                              | cquired, Disposed   | of, or Beneficia   | lly Owned   |  |
|  | ransaction Date<br>nth/Day/Year) |  | Date, if   | Code<br>(Instr. 8)            | 4. Securit<br>nAcquired<br>Disposed<br>(Instr. 3, 4 | (A) or<br>of (D)<br>4 and 5)<br>(A)<br>or | Securities<br>Beneficially  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|  |                                  |  |            |                               | Amount  | (D) Price                                 | . ,   |  |   |  |
| Reminder: Report of  | n a separate line                | e for each cl  | ass of sec | urities bene                  | -   | -   | -   | ation of C   | TC 1474   |  |
|  |                                  |  |            |                               | inforn<br>requir                                    | nation cont<br>ed to resp<br>lys a curre  | spond to the colle<br>tained in this form<br>ond unless the fo<br>ntly valid OMB co | n are not<br>rm  | SEC 1474<br>(9-02)  |  |

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5. Number of | 6. Date Exercisable and | 7. Title and Amount | 8. P |
|-------------|-------------|---------------------|--------------------|------------|--------------|-------------------------|---------------------|------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | orDerivative | Expiration Date         | of Underlying       | Der  |
| Security    | or Exercise |                     | any                | Code       | Securities   | (Month/Day/Year)        | Securities          | Sec  |

1

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| (Instr. 3) Price of<br>Derivative<br>Security |            | (Month/Day/Year) (Instr. 8) |  | 8)   | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |        |     |                     | (Instr. 3 and 4)   |                            | (Ins                                |  |
|---|------------|-----------------------------|--|------|--|--------|-----|---------------------|--------------------|----------------------------|-------------------------------------|--|
|   |            |                             |  | Code | v  | (A)    | (D) | Date<br>Exercisable | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of Shares |  |
| Restricted<br>Stock Unit                      | <u>(1)</u> | 02/10/2009                  |  | A    |  | 26,468 |     | (2)                 | (2)                | Class A<br>common<br>stock | 26,468                              |  |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                         |       |  |  |  |  |
|--|---------------|-----------|-------------------------|-------|--|--|--|--|
| 1  | Director      | 10% Owner | Officer                 | Other |  |  |  |  |
| Stern Alexander F.<br>C/O LAZARD LTD<br>30 ROCKEFELLER PLAZA<br>NEW YORK, NY 10020 |               |           | Chief Operating Officer |       |  |  |  |  |
| Signatures   |               |           |                         |       |  |  |  |  |

| /s/ Alexander F. Stern by Scott D. Hoffman under | 02/12/2009 |
|--|------------|
| PofA   | 02/12/2007 |
| <b>**</b> 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) Each Restricted Stock Unit represents a contingent right to receive one share of Class A common stock of Lazard Ltd.

(2) The Restricted Stock Units granted on February 10, 2009 will vest on February 4, 2013.

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.