

Lazard Ltd
 Form 4/A
 June 02, 2006

FORM 4

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

OMB APPROVAL

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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 *
 Jones Ellis

(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, LDZ]

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/01/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
 06/01/2006

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 Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | (D) | Price |

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

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SEC 1474
 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-------------------------------------|------------------------------|------------------|------------|---|------|---|--------------------------|-----|------------------|-----------------|----------------------|----------------------------|
| Deferred Stock Units ⁽¹⁾ | <u>(2)</u> | 06/01/2006 | | | A | | 1,198.1788 <u>(3)</u> | | <u>(2)</u> | <u>(2)</u> | Class A common stock | 1,198.17 <u>(3)</u> |

Reporting Owners

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

Signatures

/s/ Ellis Jones by Scott D. Hoffman under a P of A 06/02/2006

__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 Deferred Stock Units were awarded under the 2005 Equity Incentive Plan as part of the Non-Executive Directors Compensation arrangement.
- (2) The Deferred Stock Units of Lazard Ltd shall be converted into Lazard Ltd Class A common stock on a one-for-one basis upon the reporting person's retirement or resignation from the Board of Directors of Lazard Ltd.

- (3) This amended Form 4 is being filed to correct a calculation error in the number of Deferred Stock Units awarded pursuant to an annual grant under Lazard Ltd's Non-Executive Directors Compensation arrangement. This corrected Form 4 supersedes the Reporting Person's Form 4 filed on June 1, 2006.

- (4) The amount reported in column 9 does not include (a) an additional 7,978,859 shares of Class A common stock of Lazard Ltd underlying the Class II Interests of LAZ-MD Holdings LLC held by a trust that Bruce Wasserstein, the Chairman and CEO of Lazard Ltd, formed for the benefit of the Wasserstein family and of which Mr. Jones is a trustee, and (b) an additional 1,979,337 shares of Class A common stock of Lazard Ltd underlying the Class II Interests of LAZ-MD Holdings LLC held by a grantor retained annuity that Mr. Wasserstein formed and of which Mr. Jones is a trustee. Mr. Jones does not have a pecuniary interest in any of these Class II Interests of LAZ-MD Holdings LLC, and accordingly does not report holdings of the trusts on this Form.

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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