

Och Daniel
 Form 4
 December 30, 2009

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 *
 Och Daniel

2. Issuer Name and Ticker or Trading Symbol
 Och-Ziff Capital Management Group LLC [OZM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/30/2009

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

C/O OCH-ZIFF CAPITAL MANAGEMENT, GROUP LLC, 9 WEST 57TH STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10019

(City) (State) (Zip)

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)
				(A) or (D)	Price		
Class B Shares ⁽¹⁾	12/30/2009		D ⁽²⁾	V	1,904,423	D	\$ 0 151,979,227 D

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)

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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 or Number of Shares
Och-Ziff Operating Group A Units ⁽³⁾	<u>(3)</u>	12/30/2009		D ⁽⁴⁾	1,904,423 ⁽⁴⁾	<u>(3)</u>	<u>(3)</u>	Class A Shares	1,904,423
Och-Ziff Operating Group A Units ⁽³⁾	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Class A Shares	93,564,182

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Och Daniel C/O OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC, 9 WEST 57TH STREET NEW YORK, NY 10019	X	X	Chief Executive Officer	

Signatures

/s/ Jeffrey C. Blockinger, Attorney-in-fact for Daniel Och
 12/30/2009
 **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) Class B Shares of Och-Ziff Capital Management Group LLC (the "Company") entitle the holder to one vote per share and generally vote together with the Class A Shares of the Company as a single class on matters submitted to a vote of security holders. The Class B Shares do not represent any economic interest in the Company (or any of its affiliates). Upon the exchange of one Och-Ziff Operating Group A Unit for one Class A Share (as described in footnote 3), one Class B Share will be canceled for no consideration.
 - (2) In connection with the reallocation of a portion of the Reporting Person's Och-Ziff Operating Group A Units under the terms of the partnership agreements of the Operating Group Partnerships (as defined in footnote 3), the Reporting Person disposed of Class B Shares. This disposition did not involve an actual sale of securities by the Reporting Person. Each partner holds a number of Class B Shares equal to the number of Och-Ziff Operating Group A Units held by such partner.
 - (3) One Och-Ziff Operating Group A Unit consists of one Class A Common Unit of each of OZ Advisors LP ("OZA"), OZ Advisors II LP ("OZA II") and OZ Management LP ("OZM," and together with OZA and OZA II, the "Operating Group Partnerships"). Pursuant to an exchange agreement, Mr. Och may, subject to the vesting and minimum retained ownership requirements and transfer restrictions set forth in the partnership agreements of the Operating Group Partnerships, exchange Och-Ziff Operating Group A Units for Class A Shares of the Company on a one-for-one basis, subject to exchange rate adjustments for splits, distributions and reclassifications. Exchanges generally may be made as and when approved by an exchange committee during the five-year period following the Company's initial public offering and quarterly thereafter. Upon the exchange of one Och-Ziff Operating Group A Unit for one Class A Share, one Class B

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Share will be canceled for no consideration.

(4) In connection with the reallocation of a portion of the Reporting Person's Och-Ziff Operating Group A Units under the terms of the partnership agreements of the Operating Group Partnerships, the Reporting Person disposed of Och-Ziff Operating Group A Units. This disposition did not involve an actual sale of securities by the Reporting Person.

(5) Mr. Och directly owns 58,415,045 Och-Ziff Operating Group A Units and 15,094,145 Class A Common Units of OZA. Disproportionate interests in the Operating Group Partnerships may only be exchanged for Class A Shares if and when they are combined to form Och-Ziff Operating Group A Units.

(6) The Och Family 2008 GRAT established by Mr. Och for the benefit of Mr. Och and/or members of his family holds 57,376,018 of Och-Ziff Operating Group A Units. Five other grantor retained annuity trusts for the benefit of Mr. Och and/or members of his family (the "Five Trusts") hold 36,188,164 Class A Common Units of each of OZM and OZA II and 21,094,019 Class A Common Units of OZA. Disproportionate interests in the Operating Group Partnerships may only be exchanged for Class A Shares if and when they are combined to form Och-Ziff Operating Group A Units. Mr. Och and/or members of his immediate family are trustees of The Och Family 2008 GRAT and the Five Trusts. The total number of Och-Ziff Operating Group A Units reflected in this column assumes the combination of the 15,094,145 Class A Common Units of OZA held directly by Mr. Och with the interests in the Operating Group Partnerships held by the Five Trusts.

(7) Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, Mr. Och herein states that this filing shall not be deemed an admission that he is the beneficial owner of any interests held by trusts and disclaims beneficial ownership of such interests, except to the extent of his pecuniary interest therein.

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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