#### KENNEY JEROME P

Form 4

January 05, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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if no longer

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 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

(Middle)

5. Relationship of Reporting Person(s) to

Issuer

KENNEY JEROME P

Symbol

Och-Ziff Capital Management Group (Check all applicable)

LLC [OZM]

X\_ Director 10% Owner

(Month/Day/Year)

01/01/2010

Officer (give title Other (specify

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

(First)

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10019

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Form: Direct Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Ownership Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Price Amount (D)

Class A 5,263 01/01/2010 \$0 32,029 D M (1) Shares

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: KENNEY JEROME P - Form 4

8. P Der Sec (Ins

De Sec	Fitle of rivative curity str. 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. Transactic Code (Instr. 8)	5. Number of ionDerivative 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	
Re Sh	ass A estricted are nits (4)	<u>(2)</u>	01/01/2010		M		5,263 (1)	<u>(2)</u>	(2)	Class A Shares	5,263	
Re Sh	ass A estricted are nits (4)	<u>(5)</u>	01/04/2010		A	5,730		<u>(5)</u>	<u>(5)</u>	Class A Shares	5,730	

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

KENNEY JEROME P

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

NEW YORK, NY 10019

### **Signatures**

/s/ Jeffrey C. Blockinger, Attorney-in-fact for Jerome P. Kenney 01/05/2010

\*\*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 amount shown represents the January 1, 2010 vesting of the Class A Restricted Share Units granted to the Reporting Person on January 15, 2009. See footnote (2).
- (2) The Class A Restricted Share Units vest, subject to continued service on the Board of Directors, in equal installments on the first through third anniversaries of January 1, 2009.
- (3) Each Class A Restricted Share Unit represents a right to receive one of the Issuer's Class A Shares upon vesting.
- (4) This award was made pursuant to the Issuer's independent director compensation program.
- (5) The Class A Restricted Share Units vest, subject to continued service on the Board of Directors, in three equal installments on each of the first through third anniversaries of January 1, 2010.

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.

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