

Frank Joel
 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 *
 Frank Joel

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2012

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

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10019

(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 Ownership (Instr. 4)
				(A) or (D) Price			

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

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount		
Och-Ziff Operating Group A Units	Â	03/01/2012	Â	G ⁽²⁾	Â	568,472	Â	Â ⁽¹⁾	Â	Â ⁽¹⁾	Class A Shares	568,472
Och-Ziff Operating Group A Units	Â	03/01/2012	Â	G ⁽²⁾		568,472	Â	Â ⁽¹⁾	Â	Â ⁽¹⁾	Class A Shares	568,472
Och-Ziff Operating Group A Units	Â	12/03/2012	Â	G	Â	599,235	Â	Â ⁽¹⁾	Â	Â ⁽¹⁾	Class A Shares	599,235
Och-Ziff Operating Group A Units	Â	12/03/2012	Â	G		599,235	Â	Â ⁽¹⁾	Â	Â ⁽¹⁾	Class A Shares	599,235

Reporting Owners

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

Signatures

/s/ Joel Frank 02/14/2013
 **Signature of Date
 Reporting Person

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) 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 "Och-Ziff Operating Group"). Pursuant to an exchange agreement, Mr. Frank may, subject to minimum retained ownership requirements and transfer restrictions set forth in the partnership agreements of the Och-Ziff Operating Group, 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.

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- (2) Reflects gifts between and among trusts.
- (3) Reflects holdings immediately following the reported transaction.

The Och-Ziff Operating Group A Units listed here are held in trusts. Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934,

- (4) as amended, Mr. Frank herein states that this filing shall not be deemed an admission that he is the beneficial owner of any such 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 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.