Och-Ziff Capital Management Group LLC Form 4 January 03, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287			
Check the check									Expires:	January 31, 2005		
In the tonger       Statement of Changes in Beneficial Ownership of Section 16.         Subject to       Section 16.         Section 16.       Section 16.         Form 4 or       Form 5         obligations       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								burden hou response	average urs per			
See Instr 1(b).	ruction	30(h)	of the I	nvestment	: Compar	iy Act	of 19	940				
(Print or Type	Responses)											
1. Name and A PROCTOR	2. Issuer Name <b>and</b> Ticker or Trading Symbol				-	5. Relationship of Reporting Person(s) to Issuer						
		Och-Ziff Capital Management Group LLC [OZM]				Group	p (Check all applicable)					
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)					X_ Director10% Owner Officer (give titleOther (specify below)below)				
MANAGE	ZIFF CAPITAL MENT GROUP, H STREET	LLC, 9	01/02/2	2014								
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEW YOR	K, NY 10019								More than One R			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securit	ties Ac	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or		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)		
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned dire	ectly of	r indirectly.				

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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. Transacti Code (Instr. 8)	5. Number on f 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)		8. Price Derivati Security (Instr. 5
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class A Restricted Share Units	<u>(1)</u>	01/02/2014		А	6,969	<u>(1)</u>	<u>(1)</u>	$\begin{array}{c} \text{Class} \\ \text{A} \\ \text{Shares} \\ \underline{(1)} \end{array}$	6,969	\$ 0

## Edgar Filing: Och-Ziff Capital Management Group LLC - Form 4

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
PROCTOR GEORGANNE C/O OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC, 9 WEST 57TH STREET NEW YORK, NY 10019	Х				
Signatures					
/s/ Jeffrey C. Blockinger, Attorney-in-fact for Georganne Proctor	e	01/03/2	014		
**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).

The Class A Restricted Share Units vest, subject to certain limited exceptions, in equal installments on the first through third anniversaries of January 1, 2014. With respect to each vested Class A Restricted Share Unit, the Reporting Person shall receive one of the

(1) The second state of states of

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.