

Och-Ziff Capital Management Group LLC  
 Form 4  
 February 26, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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 \*  
**PROCTOR GEORGANNE**

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

3. Date of Earliest Transaction (Month/Day/Year)  
**02/24/2015**

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

(Street)  
**NEW YORK, NY 10019**

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

**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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

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

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

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)	8. Price of Derivative Security (Instr. 5)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class A Restricted Share Units	(1)	02/24/2015		A	634	(2)	(2)	Class A Shares (1)	634	\$ 0
Class A Restricted Share Units	(1)	02/24/2015		A	521	(3)	(3)	Class A Shares (1)	521	\$ 0
Class A Restricted Share Units	(1)	02/24/2015		A	300	(4)	(4)	Class A Shares (1)	300	\$ 0
Class A Restricted Share Units	(1)	02/24/2015		A	329	(5)	(5)	Class A Shares (1)	329	\$ 0

## 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	X			

## Signatures

/s/ Joel M. Frank, Attorney-in-fact for Georganne Proctor  
02/26/2015

\_\_\_\_\_  
\*\*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).

Each Class A Restricted Share Unit represents a right to receive one of the Issuer's Class A Shares. With respect to each vested Class A

(1) Restricted Share Unit, the Reporting Person shall receive one of the Issuer's Class A Shares on or before the third business day following the Reporting Person's departure from the Issuer's Board of Directors.

(2) The Class A Restricted Share Units are dividend equivalents accrued on the outstanding Class A Restricted Share Units granted on January 3, 2012. These Class A Restricted Share Units are fully vested as of January 1, 2015.

(3) The Class A Restricted Share Units are dividend equivalents accrued on the outstanding Class A Restricted Share Units granted on January 2, 2013. Of the 14,249 Class A Restricted Share Units, 9,502 are fully vested and the remaining vest, subject to certain limited exceptions, in full on January 1, 2016.

(4) The Class A Restricted Share Units are dividend equivalents accrued on the outstanding Class A Restricted Share Units granted on January 2, 2014. Of the 8,213 Class A Restricted Share Units, 2,739 are fully vested and the remaining vest, subject to certain limited exceptions, in equal installments on January 1, 2016 and January 1, 2017.

(5) The Class A Restricted Share Units are dividend equivalents accrued on the outstanding Class A Restricted Share Units granted on January 2, 2015. The Class A Restricted Share Units vest, subject to certain limited exceptions, in equal installments on the first through third anniversaries of January 1, 2015.

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.