Och-Ziff Capital Management Group LLC

Form 4

November 24, 2015

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

OMB Number:

3235-0287

0.5

Check this box if no longer subject to

Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

response...

Form 4 or Form 5 obligations may continue.

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(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

PROCTOR GEORGANNE

Symbol

LLC [OZM]

11/20/2015

(Month/Day/Year)

Och-Ziff Capital Management Group (Check all applicable)

(Last)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

C/O OCH-ZIFF CAPITAL MANAGEMENT GROUP, LLC, 9

(Street)

WEST 57TH STREET

4. If Amendment, Date Original

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

(Instr. 4)

NEW YORK, NY 10019

(City) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(A)

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

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)

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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. Transactic Code (Instr. 8)		Expiration I e (Month/Day			of ng s	8. Price of Derivative Security (Instr. 5)
				Code V	(Α) (Γ	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class A Restricted Share Units	(1)	11/20/2015		A	128	<u>(2)</u>	<u>(2)</u>	Class A Shares	128	\$ 0
Class A Restricted Share Units	(1)	11/20/2015		A	105	(3)	(3)	Class A Shares	105	\$ 0
Class A Restricted Share Units	(1)	11/20/2015		A	60	<u>(4)</u>	<u>(4)</u>	Class A Shares	60	\$ 0
Class A Restricted Share Units	(1)	11/20/2015		A	66	<u>(5)</u>	<u>(5)</u>	Class A Shares	66	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	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	11	1/24/2015				
**Signature of Reporting Person		Date				

Reporting Owners 2

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.
- The Class A Restricted Share Units are dividend equivalents accrued on the outstanding Class A Restricted Share Units granted on (3) January 2, 2013. Of the 14,800 Class A Restricted Share Units, 9,870 are fully vested and the remaining vest, subject to certain limited exceptions, in full on January 1, 2016.
- The Class A Restricted Share Units are dividend equivalents accrued on the outstanding Class A Restricted Share Units granted on (4) January 2, 2014. Of the 8,530 Class A Restricted Share Units, 2,845 are fully vested and the remaining vest, subject to certain limited exceptions, in equal installments on January 1, 2016 and January 1, 2017.
- The Class A Restricted Share Units are dividend equivalents accrued on the outstanding Class A Restricted Share Units granted on

 (5) 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.