Och-Ziff Capital Management Group LLC

Form 4

August 13, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number:

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person \* **BUFFERD ALLAN S** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Och-Ziff Capital Management Group

LLC [OZM]

(Check all applicable)

3. Date of Earliest Transaction (Month/Day/Year)

08/12/2008

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

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

(First)

(Middle)

(Zip)

(Street)

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 Form filed by More than One Reporting

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)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (Instr. 4)

Ownership (Instr. 4)

(A) Code V Amount (D) Price

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)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. 5. TransactionNumber Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |           |                     |                    | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |
|---|---|--------------------------------------|--|---|-----------|---------------------|--------------------|---|--|---|
|   |   |                                      |  | Code V  | 7 (A) (D) | Date<br>Exercisable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |
| Class A<br>Restricted<br>Share<br>Units (1)         | <u>(1)</u>  | 08/12/2008                           |  | A   | 61<br>(1) | <u>(1)</u>          | <u>(1)</u>         | Class<br>A<br>Shares  | 61 <u>(2)</u>                          | \$ 0  |

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

BUFFERD ALLAN S
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 Allan S.
Bufferd 08/13/2008

\*\*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 are dividend equivalents accrued on the outstanding Class A Restricted Share Units granted on (1) November 30, 2007. The Class A Restricted Share Units will vest annually, subject to continued service on the Board of Directors, in equal installments over a three-year period beginning on November 19, 2008.
- (2) Each Class A Restricted Share Unit represents a contingent right to receive, at the Company's option, either (i) one of the Company's Class A Shares, or (ii) an amount in cash equal to the fair market value of one of the Company's Class A Shares upon the vesting date.

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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