

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

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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).

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 *
KENNEY JEROME P

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

(City) (State) (Zip)

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)	Price		
				Code	V	Amount	

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)

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.