

Och-Ziff Capital Management Group LLC
 Form 4
 December 30, 2014

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 *
 Levin James S

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Head of Global Credit

(Last) (First) (Middle)
 C/O OCH-ZIFF CAPITAL MANAGEMENT GROUP, LLC, 9 W 57TH STREET

3. Date of Earliest Transaction (Month/Day/Year)
 12/26/2014

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Shares	12/26/2014		M		1,785,679 (1)	A	(2)
Class A Shares	12/26/2014		D		917,292 (3)	D	\$ 11.33

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

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SEC 1474
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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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Restricted Share Units	(2)	12/26/2014		M	250,950	(4)	(4)	Class A Shares (2)	250,950
Class A Restricted Share Units	(2)	12/26/2014		M	1,534,729	(5)	(5)	Class A Shares (2)	1,534,729

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levin James S C/O OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC, 9 W 57TH STREET NEW YORK, NY 10019			Head of Global Credit	

Signatures

/s/ Joel M. Frank, Attorney-in-fact for James S. Levin
Date: 12/30/2014

**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).
- (1) The amount shown represents the December 26, 2014 vesting of the Class A Restricted Share Units held by the Reporting Person.
- (2) Each Class A Restricted Share Unit represents, at the election of the administrator of the applicable plan (currently the Issuer's Compensation Committee), a right to receive one of the Issuer's Class A Shares or the cash value thereof, upon the vesting date.
- (3) This number of Class A Restricted Share Units was settled in cash by the Issuer.
- (4) The amount shown represents the vesting of the Class A Restricted Share Units granted to the Reporting Person on January 31, 2012, including any dividend equivalents accrued on such units. These Class A Restricted Share Units vested in full on December 26, 2014.
- (5) The amount shown represents the vesting of the Class A Restricted Share Units granted to the Reporting Person on January 31, 2013, including any dividend equivalents accrued on such units. The remaining Class A Restricted Share Units vest, subject to certain limited exceptions, in full on December 26, 2015.

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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.