

Evercore Partners Inc.
Form 4
April 03, 2008

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 *
FRANKEL ADAM B

(Last) (First) (Middle)

C/O EVERCORE PARTNERS
INC., 55 EAST 52ND STREET,
43RD FLOOR

(Street)

NEW YORK, NY 10055

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Evercore Partners Inc. [EVR]

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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.

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SEC 1474
(9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying | 8. |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|-----------------------------------|----|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|-----------------------------------|----|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | Securities (Instr. 3 and 4) | | | | |
|--|---|-------------------------|--------------------|--|----------------------|--------------------------------|---------------------|--------------------|---|-------------------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Partnership units of Evercore LP <u>(1)</u> | <u>(1)</u> | 04/01/2008 | A | | 11,400 <u>(2)</u> | | <u>(2)</u> | <u>(2)</u> | Shares of Class A common stock, par value \$0.01 per share <u>(2)</u> | 11,400 |
| Partnership units of Evercore LP <u>(1)</u> | <u>(1)</u> | 04/01/2008 | A | | 5,197 <u>(2)</u> | | <u>(2)</u> | <u>(2)</u> | Shares of Class A common stock, par value \$0.01 per share <u>(2)</u> | 5,197 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| FRANKEL ADAM B C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET, 43RD FLOOR NEW YORK, NY 10055 | | | | General Counsel |

Signatures

/s/ Adam B. 04/03/2008
 Frankel

 **Signature of Date
 Reporting Person

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).
 - Represents a re-allocation pursuant to the terms of the Evercore LP ("ELP") partnership agreement, as amended ("Agreement"), of
 - (1) unvested ELP limited partnership units that were forfeited on March 13, 2008, and not an increase in the total number of ELP partnership units. ELP partnership units are, subject to certain vesting, transfer and other restrictions as set forth in the Agreement.
 - ELP limited partnership units are, subject to certain restrictions in the ELP partnership agreement, exchangeable on a one-for-one basis
 - (2) for shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.

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(3) These ELP limited partnership units are held by a grantor retained annuity trust of which Mr. Frankel is the investment trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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