BOK SCOTT L Form 4

November 24, 2009

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:

January 31,

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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)

1. Name and Address of Reporting Person *BOK SCOTT L			2. Issuer Name and Ticker or Trading Symbol GREENHILL & CO INC [GHL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	()			
GREENHILL A		., 300	(Month/Day/Year) 11/17/2009	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Co-Chief Executive Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW YORK,	NY 10022		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative S	Securi	ties Acquii	red, Disposed of,	or Beneficial	ly 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. Securitie ord Disposed (Instr. 3, 4	d of (L))	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 Beneficial Ownership (Instr. 4)
Common Stock	11/17/2009		G	160,000	D	\$ 0	676,358	D	
Common Stock	11/17/2009		G	160,000	A	\$ 0	265,360	I	See footenote (3)
Common Stock	11/23/2009		S <u>(1)</u>	225,687	D	\$ 82.536 (2)	450,671	D	
Common Stock	11/23/2009		S <u>(1)</u>	39,827	D	\$ 82.536 (2)	225,533	I	See footnote (3)

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNumber	Expiration Da	ate	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	Derivative	e		Securit	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date		Number	
									of	
				Code	V (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
Reput ting Owner Name / Address	

Director 10% Owner Officer Other

BOK SCOTT L GREENHILL & CO., INC. 300 PARK AVENUE

300 PARK AVENUE X Co-Chief Executive Officer

NEW YORK, NY 10022

Signatures

/s/ Jodi B. Ganz Attorney-in-Fact for Scott L. Bok

**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) Sale by reporting person pursuant to a public offering of Issuer.
- (2) Underwriter purchase price.

These shares of Common Stock are directly owned by the Bok Family Partners L.P., a Delaware limited partnership, of which Scott L.

(3) Bok is the general partner. Scott L. Bok disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein

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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