

Evercore Partners Inc.
Form 4
July 03, 2007

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 *
Altman Roger C

(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)
05/23/2007

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)
Chairman, Co-CEO

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 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) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|---------------------------------------|
| | | | | (A) or (D) | Price | | | |
| Shares of Class A common stock, par value \$0.01 per share | 05/23/2007 | | C | 231,701 | A | Ⓐ | 231,701 | D |
| Shares of Class A common stock, par | 05/23/2007 | | C | 210,043 | A | Ⓐ | 210,043 | I |
| | | | | | | | | Shares held by a trust ⁽²⁾ |

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| | | | | | | | | |
|--|------------|------------------|---------|---|---------------|-------|---|---|
| value \$0.01 per share | | | | | | | | |
| Shares of Class A common stock, par value \$0.01 per share | 05/23/2007 | C | 2,170 | A | <u>1</u> | 2,170 | I | Shares held by a trust ⁽³⁾ |
| Shares of Class A common stock, par value \$0.01 per share | 05/23/2007 | S ⁽⁴⁾ | 231,701 | D | \$ 27.9513 | 0 | D | |
| Shares of Class A common stock, par value \$0.01 per share | 05/23/2007 | S ⁽⁴⁾ | 210,043 | D | \$ 27.9513 | 0 | I | Shares held by a trust ⁽²⁾ |
| Shares of Class A common stock, par value \$0.01 per share | 05/23/2007 | S ⁽⁴⁾ | 2,170 | D | \$ 27.9513 | 0 | I | Shares held by a trust ⁽³⁾ |
| Shares of Class B common stock, par value \$0.01 per share | | | | | | 1 | D | |
| Shares of Class B common stock, par value \$0.01 per share | | | | | | 1 | I | Shares held by a trust ⁽⁵⁾ |
| Shares of Class B common stock, par value \$0.01 per share | | | | | | 2 | I | Shares held by a |

common
stock, par
value
\$0.01 per
share

trust ⁽⁶⁾

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

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(9-02)

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 |
| Partnership units of Evercore LP | (7) | 05/23/2007 | | C | 231,701 | (7) (7) | Shares of Class A common stock, par value \$0.01 per share 231,701 |
| Partnership units of Evercore LP | (7) | 05/23/2007 | | C | 210,043 | (7) (7) | Shares of Class A common stock, par value \$0.01 per share 210,043 |
| Partnership units of Evercore LP | (7) | 05/23/2007 | | C | 2,170 | (7) (7) | Shares of Class A common stock, par value \$0.01 per share 2,170 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Altman Roger C C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET, 43RD FLOOR NEW YORK, NY 10055 | X | | Chairman, Co-CEO | |

Signatures

| | |
|---|------------|
| /s/ Adam B. Frankel, as Attorney-in-fact | 07/03/2007 |
| **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) Shares of Class A common stock were acquired upon exchange of Evercore LP partnership units, in accordance with the Evercore LP partnership agreement.

(2) These shares of Class A common stock are held by a grantor retained annuity trust of which Mr. Altman is the investment trustee.

(3) These shares of Class A common stock are held in trust for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of these shares of Class A common stock, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of these shares of Class A common stock for the purposes of Section 16 or any other purpose.

(4) Sale by reporting persons pursuant to an underwritten public offering.

(5) This share of Class B common stock is held by a grantor retained annuity trust of which Mr. Altman is the investment trustee.

(6) These shares of Class B common stock are held in trust for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of these shares of Class B common stock, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of these shares of Class B common stock for the purposes of Section 16 or any other purpose.

(7) Evercore LP partnership units are, subject to certain restrictions in the Evercore LP partnership agreement, exchangeable on a one-for-one basis for shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.

(8) These Evercore LP partnership units are held by a grantor retained annuity trust of which Mr. Altman is the investment trustee.

(9) These Evercore LP partnership units are held in trust for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of these Evercore LP partnership units, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of these Evercore LP partnership units for the purposes of Section 16 or any other purpose.

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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