BEUTNER AUSTIN M
Form 5
February 14, 2008

FORM 5

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).
Form 3 Holdings Reported
Form 4 Transactions Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

ANNUAL 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

1. Name and Address of Reporting Person *
BEUTNER AUSTIN M

(Last) (First) (Middle)

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

(Street)

NEW YORK,Â NYÂ 10055

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
08/15/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President, Co-CEO, CIO

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

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)

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

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Partnership units of Evercore LP	Â	Â	Â	Â	Â	Â	Â (1)	Â (1)	Shares of Class A common stock, par value $0.01 per share	2
Partnership units of Evercore LP	Â	08/15/2007	Â	G	Â	527,274	Â (1)	Â (1)	Shares of Class A common stock, par value $0.01 per share	
Partnership units of Evercore LP	Â	08/15/2007	Â	G	527,274	Â	Â (1)	Â (1)	Shares of Class A common stock, par value $0.01 per share	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEUTNER AUSTIN M C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET, 43RD FLOOR NEW YORK,Â NYÂ 10055	Â X	Â	Â President, Co-CEO, CIO	Â

Signatures

/s/ Adam B. Frankel, as Attorney-in-fact	02/14/2008
**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 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.

(2) Amount reflects annuity payments to Mr. Beutner in October 2006 of 41,732 Evercore LP partnership units and in August 2007 of 42,621 Evercore LP partnership units all previously held by a grantor retained annuity trust of which Mr. Beutner was the investment trustee.

(3) These Evercore LP partnership units were previously held by a grantor retained annuity trust of which Mr. Beutner was the investment trustee and were transferred to a trust, of which Mr. Beutner is a trustee, for the benefit of Mr. Beutner's family. Mr. Beutner disclaims beneficial ownership of these partnership units except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that Mr. Beutner is the beneficial owner of these 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 provided 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.