

Evercore Partners Inc.
Form 4
March 17, 2015

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 *
Walsh Robert B

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2015

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Principal Financial Officer

NEW YORK, NY 10055

(City) (State) (Zip)

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

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 (A) or (D) Price			
Shares of Class A common stock, par value \$0.01 per share	03/13/2015		A ⁽¹⁾	30 A \$ 0	122,586	D	
Shares of Class A common stock, par value \$0.01 per share	03/13/2015		A ⁽²⁾	49 A \$ 0	122,635	D	

Shares of Class A common stock, par value \$0.01 per share	03/13/2015	A ⁽³⁾	56	A	\$ 0	122,691	D
Shares of Class A common stock, par value \$0.01 per share	03/13/2015	A ⁽⁴⁾	108	A	\$ 0	122,799	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Walsh Robert B C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET NEW YORK, NY 10055	Principal Financial Officer

Signatures

/s/ Adam B. Frankel, as
Attorney-in-Fact

03/17/2015

__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 are dividend equivalents in the form of restricted stock units on 5,397 unvested underlying RSUs awarded on February 6, 2012. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 6, 2012.

(2) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 8,801 unvested underlying RSUs awarded on February 12, 2013. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 12, 2013.

(3) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 9,999 unvested underlying RSUs awarded on February 11, 2014. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 11, 2014.

(4) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 19,445 unvested underlying RSUs awarded on February 18, 2015. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 18, 2015.

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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