

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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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)
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)
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 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)
Shares of Class A common stock, par value \$0.01 per share	05/23/2007		C	14,894 A <u>(1)</u>	19,894 <u>(2)</u>	D	
Shares of Class A common stock, par	05/23/2007		C	7,318 A <u>(1)</u>	7,318	I	Shares held by a trust <u>(3)</u>

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value
\$0.01 per
share

Shares of
Class A
common
stock, par
value

05/23/2007

S⁽⁴⁾

14,894

D

\$
27.9513

5,000 ⁽²⁾

D

\$0.01 per
share

Shares of
Class A
common
stock, par
value

05/23/2007

S⁽⁴⁾

7,318

D

\$
27.9513

0

I

Shares
held by a
trust ⁽³⁾

\$0.01 per
share

Shares of
Class B
common
stock, par
value

1

D

\$0.01 per
share

Shares of
Class B
common
stock, par
value

1

I

Share
held by a
trust ⁽⁵⁾

\$0.01 per
share

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)	8. ...
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			Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Partnership units of Evercore LP	(6)	05/23/2007	C			(6)	(6)	Shares of Class A common stock, par value \$0.01 per share	14,894
Partnership units of Evercore LP	(6)	05/23/2007	C			(6)	(6)	Shares of Class A common stock, par value \$0.01 per share	7,318

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. Frankel 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) 5,000 shares of this Class A common stock are restricted stock units.
- (3) These shares of Class A common stock are held by a grantor retained annuity trust of which Mr. Frankel is the investment trustee.
- (4) Sale by reporting person 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. Frankel is the investment trustee.
- (6) 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.
- (7) These Evercore LP partnership units are held by a grantor retained annuity trust of which Mr. Frankel is the investment trustee.

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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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