

BOK SCOTT L
Form 4
November 13, 2018

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 *
BOK SCOTT L

(Last) (First) (Middle)
GREENHILL & CO., INC., 300
PARK AVENUE
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GREENHILL & CO INC [GHL]

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2018

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)
Chief Executive Officer

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) | (A) or (D) | 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 | 11/08/2018 | | P | 42,500 | A | \$ 23.26 550,109 | I | See Footnote (1) |
| Common Stock | 11/09/2018 | | P | 43,910 | A | \$ 22.91 594,019 | I | See Footnote (1) |
| Common Stock | 11/12/2018 | | P | 92,574 | A | \$ 22.24 686,593 | I | See Footnote (1) |
| Common Stock | 11/13/2018 | | P | 41,650 | A | \$ 22.4 728,243 | I | See Footnote |

| | | | (1) |
|--------------|---------|---|---------------------------------------|
| Common Stock | 288,783 | I | See Footnote (2) |
| Common Stock | 169,652 | I | By grantor retained annuity trust (3) |
| Common Stock | 409,859 | I | By grantor retained annuity trust (4) |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | 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 |
| BOK SCOTT L GREENHILL & CO., INC. 300 PARK AVENUE NEW YORK, NY 10022 | X | | Chief Executive Officer | |

Signatures

Harold J. Rodriguez, Jr., Attorney-in-Fact for Scott
L. Bok

11/13/2018

__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) These shares of Common Stock are directly owned by Bok Family Partners L.P., a Delaware limited partnership, of which Scott L. Bok is the general partner. Scott L. Bok disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. On August 28, 2018, 366,667 of these shares were transferred to Bok Family Partners, L.P. by Mr. Bok.

(2) These shares of Common Stock are directly owned by the Bok Family Foundation. Mr. Bok expressly disclaims beneficial ownership of these securities.

(3) On November 16, 2015, Mr. Bok contributed 400,000 shares of Greenhill & Co., Inc. Common Stock to a grantor retained annuity trust for the benefit of himself and his two children, of which 79,448 shares and 150,900 shares reverted back to Mr. Bok on November 16, 2016 and November 16, 2017, respectively, pursuant to the terms of such trust.

(4) On November 7, 2018, Mr. Bok contributed 409,859 shares of Greenhill & Co., Inc. Common Stock to a grantor retained annuity trust for the benefit of himself and his two children.

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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