

NIEHAUS ROBERT H
 Form 4
 February 04, 2010

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 *
NIEHAUS ROBERT H

(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)
02/02/2010

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, GCP

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)
			Code	V	Amount or Price		
Common Stock	02/02/2010		M		21,724 A \$ 0	112,173	D
Common Stock	02/02/2010		F		9,959 D \$ 78.48	102,214	D
Common Stock	02/02/2010		M		1,818 A \$ 0	104,032	D
Common Stock	02/02/2010		F		936 D \$ 78.48	103,096	D
Common Stock	02/02/2010		M		2,535 A \$ 0	105,631	D

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Common Stock	02/02/2010	F	1,306	D	\$ 78.48	104,325	D	
Common Stock	02/02/2010	M	1,248	A	\$ 0	105,573	D	
Common Stock	02/02/2010	F	643	D	\$ 78.48	104,930	D	
Common Stock						1,500	I	See footnote (5)
Common Stock						1,500	I	See footnote (6)
Common Stock						1,500	I	See footnote (7)
Common Stock						20,000	I	See footnote (8)
Common Stock						115,335	I	See footnote (9)

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. Amount or Number of Shares
Restricted Stock Unit	(1)	02/02/2010		M	21,724	(1) (1)	Common Stock	21,724
Restricted Stock Unit	(2)	02/02/2010		M	1,818	(2) (2)	Common Stock	1,818

Restricted Stock Unit	(3)	02/02/2010	M	2,535	(3)	(3)	Common Stock	2,535
Restricted Stock Unit	(4)	02/02/2010	M	1,248	(4)	(4)	Common Stock	1,248

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NIEHAUS ROBERT H GREENHILL & CO., INC. 300 PARK AVENUE NEW YORK, NY 10022				Chairman, GCP

Signatures

/s/ Ulrika Ekman, Attorney-in-Fact for Robert H. Niehaus

02/04/2010

__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) This restricted stock unit award was granted on January 1, 2005 under the Greenhill & Co., Inc. Equity Incentive Plan. 100% of the award vested on the fifth anniversary of the date of grant and was subject to payment within 75 days following the vesting date. Each unit represents a right to receive one share of Common Stock or an amount equal to the market value of the Common Stock underlying the vested award on the vesting date. Payment may be made in cash, shares of Common Stock or a combination thereof. On February 2, 2010, the restricted stock unit award was determined to be settled in shares with applicable tax withholding obligation to be satisfied through share withholding.

(2) This restricted stock unit award was granted on January 26, 2006 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in equal increments on each of the first, second, third, fourth and fifth anniversaries of the date of grant (each, a vesting date) and are subject to payment within 75 days following each such vesting date. Each unit represents a right to receive one share of Common Stock or an amount equal to the market value of the Common Stock underlying the vested award on the applicable vesting date. Payment may be made in cash, shares of Common Stock or a combination thereof. On February 2, 2010, the fourth vesting of this restricted stock unit award was determined to be settled in shares with applicable tax withholding obligation to be satisfied through share withholding.

(3) This restricted stock unit award was granted on January 31, 2007 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in equal increments on each of the first, second, third, fourth and fifth anniversaries of the date of grant (each, a vesting date) and are subject to payment within 75 days following each such vesting date. Each unit represents a right to receive one share of Common Stock or an amount equal to the market value of the Common Stock underlying the vested award on the applicable vesting date. Payment may be made in cash, shares of Common Stock or a combination thereof. On February 2, 2010, the third vesting of this restricted stock unit award was determined to be settled in shares with applicable tax withholding obligation to be satisfied through share withholding.

(4) This restricted stock unit award was granted on January 30, 2008 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in equal increments on each of the first, second, third, fourth and fifth anniversaries of the date of grant (each, a vesting date) and are subject to payment within 75 days following each such vesting date. Each unit represents a right to receive one share of Common Stock or an amount equal to the market value of the Common Stock underlying the vested award on the applicable vesting date. Payment may be made in cash, shares of Common Stock or a combination thereof. On February 2, 2010, the second vesting of this restricted stock unit award was determined to be settled in shares with applicable tax withholding obligation to be satisfied through share withholding.

(5) These shares are directly owned by the John Robert Niehaus 1994 Trust. The beneficiary of the trust is Robert H. Niehaus's minor child. Robert H. Niehaus disclaims beneficial ownership of these shares.

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- (6) These shares are directly owned by the Peter Southworth Niehaus 1994 Trust. The beneficiary of the trust is Robert H. Niehaus's minor child. Robert H. Niehaus disclaims beneficial ownership of these shares.
- (7) These shares are directly owned by the Ann Southworth Niehaus 1994 Trust. The beneficiary of the trust is Robert H. Niehaus's minor child. Robert H. Niehaus disclaims beneficial ownership of these shares.
- (8) These shares are directly owned by the Robert H. Niehaus and Kate Niehaus Foundation.
- (9) These shares of Common Stock are directly owned by the Robert H. Niehaus 2008 GRAT.

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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