

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 *
Altman Roger C

(Last) (First) (Middle)

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

(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)
03/13/2015

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)
Executive Chairman

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 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⁾ | 128 | A | \$ 0 | 292,321 | D |
| Shares of Class A common stock, par value \$0.01 per share | 03/13/2015 | | A ⁽²⁾ | 55 | A | \$ 0 | 292,376 | D |

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| | | | | | | | | |
|--|------------|------------------|-----|---|------|---------|---|-------------------------------------|
| Shares of Class A common stock, par value \$0.01 per share | 03/13/2015 | A ⁽³⁾ | 202 | A | \$ 0 | 292,578 | D | |
| Shares of Class A common stock, par value \$0.01 per share | 03/13/2015 | A ⁽⁴⁾ | 153 | A | \$ 0 | 292,731 | D | |
| Shares of Class A common stock, par value \$0.01 per share | 03/13/2015 | A ⁽⁵⁾ | 349 | A | \$ 0 | 293,080 | D | |
| Shares of Class A common stock, par value \$0.01 per share | | | | | | 50,000 | I | See footnote ⁽⁶⁾ |
| Shares of Class B common stock, par value \$0.01 per share | | | | | | 1 | D | |
| Shares of Class B common stock, par value \$0.01 per share | | | | | | 1 | I | Share held in trust. ⁽⁷⁾ |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of | 8. Price of Derivative | 9. Nu |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) | Secur |
|---------------------|--|----------------------|-----------------|---|------------------|--|---------------------|-------|
|---------------------|--|----------------------|-----------------|---|------------------|--|---------------------|-------|

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Altman Roger C C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET NEW YORK, NY 10055 | X | | Executive Chairman | |

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 23,129 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 9,873 unvested underlying RSUs awarded on February 15, 2012. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 15, 2012.
 - (3) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 36,571 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.
 - (4) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 27,582 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.
 - (5) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 63,195 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.
 - (6) These shares of Class A common stock are held for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of these shares of Class A common stock held by the trust and he does not have voting or investment power over the trust, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of these shares of Class A common stock for the purposes of Section 16 or any other purpose.

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- (7) This share of Class B common stock is held in trust for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of this share of Class B common stock and he does not have voting or investment power over the trust, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of this share of Class B common stock 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 is insufficient, *see* Instruction 6 for procedure.

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