BOK SCOTT L Form 4 January 31, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type	Responses)								
1. Name and A	Symbol		Ticker or T	_	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
φ				[UIIL]					
(Last)		f Earliest T	ransaction			100			
GREENHII PARK AVI		Day/Year) 2013			_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Chief Executive Officer				
	(Street)	4. If Amo	endment, Da	ate Original		6. Individual or Joint/Group Filing(Check			
NEW YOR	Filed(Mo	nth/Day/Yea	r)		Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Tab	le I - Non-I	Derivative S	Securities Acq	uired, Disposed of	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)		(A) or	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 Indirect Beneficia Ownersh (Instr. 4)	

1.1itle of	2. Transaction Date	2A. Deemed	<i>3</i> .			ies Ac	•	5. Amount of	6.	/. Nature c
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)				` ′	Securities	Ownership	Indirect
(Instr. 3)		any	Code	ode (Instr. 3, 4 and 5)				Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8))				Owned	(D) or	Ownership
								Following	Indirect (I)	(Instr. 4)
						(A)		Reported	(Instr. 4)	
						or		Transaction(s)		
			Code V	V	Amount	(D)	Price	(Instr. 3 and 4)		
Common	11/30/2012		G ⁽¹⁾ V	17	82,000	D	\$ 0	125,047 (2)	D	
Stock	11/30/2012		0 <u>~</u> '	٧	02,000	ט	ΨΟ	123,047	D	
Common										
Stock	11/30/2012		$G^{(3)}$ V	V	25,000	D	\$ 0	100,047	D	
Stock										
Common	01/20/2012		M		5 022		Φ.Ω	105 000	D	
Stock	01/29/2013		M		5,833	A	\$ 0	105,880	D	
							Φ.			
Common	01/29/2013		F		2,405	D	\$	103,475	D	
Stock	V-1-27-2-2				_,		58.88			
Common										
Stock	01/29/2013		M		2,549	A	\$ 0	106,024	D	
Stock										

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Common Stock	01/29/2013	F	1,096	D	\$ 58.88	104,928	D	
Common Stock	01/29/2013	M	4,583	A	\$0	109,511	D	
Common Stock	01/29/2013	F	1,882	D	\$ 58.88	107,629	D	
Common Stock	11/30/2012	G <u>(3)</u> V	25,000	A	\$ 0	25,000	I	By Bok Family Partners L.P.
Common Stock						43,104	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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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number ction of Derivative Securities 3) 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. Pr Deri Secu (Inst
				Code V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(5)</u>	01/29/2013		M	5,	,833	<u>(5)</u>	(5)	Common Stock	5,833	\$
Restricted Stock Units	<u>(6)</u>	01/29/2013		M	2,	,549	<u>(6)</u>	<u>(6)</u>	Common Stock	2,549	\$
Restricted Stock Units	<u>(7)</u>	01/29/2013		M	4,	,583	<u>(7)</u>	<u>(7)</u>	Common Stock	4,583	\$

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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

/s/ Gavin D. Solotar, Attorney-in-Fact for Scott L. Bok

01/31/2013

**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) On November 30, 2012, the reporting person made a gift of 82,000 shares of Greenhill & Co. Inc. common stock to the Bok Family Foundation. The reporting person expressly disclaims beneficial ownership of the shares held by the Bok Family Foundation.
- (2) The total amount of shares shown includes 131,896 shares of Greenhill & Co. Inc. transferred by the grantor retained annuity trust to the reporting person on April 25, 2012 pursuant to the terms of such trust.
- On November 30, 2012, the reporting person made a gift of 25,000 shares of Greenhill & Co. Inc. common stock to Bok Family Partners (3) L.P., a Delaware limited partnership, of which the reporting person is the general partner. Scott L. Bok disclaims beneficial ownership of securities owned by Bok Family Partners L.P. except to the extent of his pecuniary interest therein.
- On April 25, 2011, the reporting person contributed 175,000 shares of Greenhill & Co. Inc. common stock to a grantor retained annuity (4) trust for the benefit of himself and his two children, of which 131,896 shares reverted back to the reporting person on April 25, 2012 pursuant to the terms of such trust.
 - 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 January 29, 2013, the fifth vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.
- This restricted stock unit award was granted on January 28, 2009 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 January 29, 2013, the fourth vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.
- This restricted stock unit award was granted on January 27, 2010 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 January 29, 2013, the third vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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