Mestre Eduardo G Form 4 March 18, 2009

## FORM 4

Section 16.

Form 4 or

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

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 Address of Reporting Person \* Mestre Eduardo G

(First) (Middle) (Last)

C/O EVERCORE PARTNERS INC.. 55 EAST 52ND STREET 38TH FLOOR

(Street)

NEW YORK, NY 10055

1. Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

Evercore Partners Inc. [EVR]

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

03/17/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X\_ Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Vice Chairman

10% Owner

Other (specify

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

(State) (Zip) (City)

> 2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

> > Code (Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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 Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if TransactionDerivative

5. Number of

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of Underlying

1

D

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		Securities (Instr. 3 and 4)		(
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Partnership units of Evercore LP	<u>(1)</u>	03/17/2009		G(2)	V	10	),000	<u>(1)</u>	<u>(1)</u>	Shares of Class A common stock, par value \$0.01 per share	10,000	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mestre Eduardo G C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET 38TH FLOOR NEW YORK, NY 10055

Vice Chairman

#### **Signatures**

/s/ Adam B. Frankel, as Attorney-in-Fact

03/18/2009

\*\*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).
- Evercore LP partnership units are, subject to certain restrictions in the Evercore LP partnership agreement, exchangeable on a one-to-one (1) basis for shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock dividends and reclassifications.
- (2) Mr. Mestre has made a bona fide gift of these Evercore LP partnership units to Cold Springs Laboratory, an unaffiliated charitable institute.

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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