

Mestre Eduardo G  
Form 4  
February 08, 2012

**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 \*  
Mestre Eduardo G

(Last) (First) (Middle)

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

(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)  
02/06/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Vice Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Shares of Class A common stock, par value \$0.01 per share | 02/06/2012                           |  | A <sup>(1)</sup>               | 52,767 A  | \$ 0 267,080  | D  |   |
| Shares of Class A common stock, par                        | 02/06/2012                           |  | F                              | 15,757 D  | \$ 29.185 251,323   | D  |   |

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value  
\$0.01 per  
share

Shares of  
Class A  
common  
stock, par  
value  
\$0.01 per  
share

02/06/2012 C 33,850 A (3) 285,173 D

Shares of  
Class A  
common  
stock, par  
value  
\$0.01 per  
share

02/06/2012 S 33,850 D \$  
29.0455 251,323 D  
(4)

Shares of  
Class B  
common  
stock, par  
value  
\$0.01 per  
share

1 D

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Partnership units of Evercore LP           | (5)  | 02/06/2012                           |  | C                              | 33,850  | (5) (5)  | Shares of Class A common stock,                               | 33,850                        |

par value  
\$0.01 per  
share

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |               |       |
|---|---------------|-----------|---------------|-------|
|   | Director      | 10% Owner | Officer       | Other |
| Mestre Eduardo G<br>C/O EVERCORE PARTNERS INC.<br>55 EAST 52ND STREET, 38TH FLOOR<br>NEW YORK, NY 10055 |               |           | Vice Chairman |       |

## Signatures

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

02/08/2012

\*\*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) Restricted Stock Units, which vest in four equal installments beginning on the first anniversary of the grant date.
- (2) These shares were surrendered to Evercore Partners Inc. for the payment of taxes in connection with the vesting of previously granted restricted stock unit awards.
- (3) Shares of Class A common stock were acquired upon exchange of Evercore LP partnership units, in accordance with the Evercore LP partnership agreement.  
  
This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at price ranging from approximately \$28.79 to \$29.20 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.
- (5) Evercore LP partnership units are, subject to certain restrictions in the Evercore LP partnership agreement, exchangeable on a one-to-one basis of shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.

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.