

Altman Roger C  
Form 4  
February 11, 2009

# FORM 4

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

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

### OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(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  
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)  
02/09/2009

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, Co-CEO

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	(A) or (D)	Price
Shares of Class A common stock, par value \$0.01 per share	02/09/2009	(1)	A	(1)	79,334 (1)	A (1)	162,005
Shares of Class B common stock, par value \$0.01					1		D

per share

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

3

I

Shares of  
Class B  
Common  
Stock held  
by trust <sup>(2)</sup>

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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Partnership units of Evercore LP <u>(3)</u>	<u>(3)</u>	02/09/2009	<u>(3)</u>	G <u>(4)</u>	V		6,566 <u>(4)</u>	<u>(3)</u>	<u>(3)</u>	Shares of Class A common stock, par value \$0.01 per share	6,566
Partnership units of Evercore LP <u>(3)</u>	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Shares of Class A common stock, par value \$0.01 per share	1,425,812

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X

Chairman, Co-CEO

## Signatures

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

02/11/2009

\_\_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).
- (1) These 79,334 shares of Class A common stock are restricted stock units which were granted to Mr. Altman pursuant to the 2006 Evercore Partners Inc. Stock Incentive Plan.
- These shares of Class B common stock are held in trust for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial
- (2) ownership of these shares of Class B common stock, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of these shares of Class B common stock for the purposes of Section 16 or any other purpose.
- Evercore LP partnership units are, subject to certain restrictions in the Evercore LP partnership agreement, exchangeable on a one-to-one
- (3) basis for shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock dividends and reclassifications.
- (4) Mr. Altman has made a bona fide gift of these Evercore LP partnership units to the American Museum of Natural History, an unaffiliated not-for-profit institution.
- These Evercore LP units are held in trust for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of these
- (5) partnership units, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of these partnership units 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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