BEUTNER AUSTIN M

Form 5

February 14, 2008

OMB APPROVAL FORM 5 **OMB**

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.

OWNERSHIP OF SECURITIES

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

1. Name and Address of Reporting Person * BEUTNER AUSTIN M

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

Evercore Partners Inc. [EVR] 3. Statement for Issuer's Fiscal Year Ended

(Check all applicable)

Number:

Expires:

response...

Estimated average

burden hours per

(Month/Day/Year)

08/15/2007

X Director 10% Owner _X__ Officer (give title Other (specify

below)

below) President, Co-CEO, CIO

C/O EVERCORE PARTNERS INC., Â 55 EAST 52ND STREET, 43RD FLOOR

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NYÂ 10055

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)

1. Title of

Security

(Instr. 3)

(State)

(Month/Day/Year)

(Zip)

2. Transaction Date 2A. Deemed

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

4. Securities

5. Amount of Securities

6. Ownership Form: Direct (D) or

7. Nature of Indirect Beneficial

3235-0362

January 31,

2005

1.0

(Month/Day/Year)

Execution Date, if

Transaction Code (Instr. 8)

Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Owned at end of Issuer's

Beneficially

Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Fiscal Year

(Instr. 3 and 4) Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 6. Date Exercisable and 7. Title and A Number of Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative Securities **Expiration Date** Underlying Se

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Security (Instr. 3)	or Exercise Price of Derivative		any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)
	Security				(A)	(D)	Date Exercisable	Expiration Date	Title A
Partnership units of Evercore LP	Â	Â	Â	Â	Â	Â	(1)	(1)	Shares of Class A common stock, par value \$0.01 per share
Partnership units of Evercore LP	Â	08/15/2007	Â	G	Â	527,274	(1)	(1)	Shares of Class A common stock, par value \$0.01 per share
Partnership units of Evercore LP	Â	08/15/2007	Â	G	527,274	Â	(1)	(1)	Shares of Class A common stock, par value \$0.01 per share

Relationshins

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Othe		
BEUTNER AUSTIN M C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET, 43RD FLOOR NEW YORK, NY 10055	ÂX	Â	President, Co-CEO, CIO	Â		

Date

Signatures

/s/ Adam B. Frankel, as
Attorney-in-fact
02/14/2008

Explanation of Responses:

**Signature of Reporting Person

- * 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) The Evercore LP partnership units are, subject to certain restrictions in the Evercore LP partnership agreement, exchangeable on a one-for-one basis for shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock

Reporting Owners 2

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splits, stock dividends and reclassifications.

- Amount reflects annuity payments to Mr. Beutner in October 2006 of 41,732 Evercore LP partnership units and in August 2007 of 42,621 Evercore LP partnership units all previously held by a grantor retained annuity trust of which Mr. Beutner was the investment trustee.
- These Evercore LP partnership units were previously held by a grantor retained annuity trust of which Mr. Beutner was the investment trustee and were transferred to a trust, of which Mr. Beutner is a trustee, for the benefit of Mr. Beutner's family. Mr. Beutner disclaims beneficial ownership of these partnership units except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that Mr. Beutner 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 provided 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.