Evercore Partners Inc.

Form 4 June 16, 2015

# 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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

**OMB APPROVAL** 

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January 31,

2005

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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

1(b).

per share

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Altman Roger C Issuer Symbol Evercore Partners Inc. [EVR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify C/O EVERCORE PARTNERS 06/12/2015 below) INC., 55 EAST 52ND STREET **Executive Chairman** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10055 Person

(City)	(State)	Zip) Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Shares of Class A common stock, par value \$0.01 per share	06/12/2015		A <u>(1)</u>	120	A	\$ 0	293,200	D	
Shares of Class A common stock, par value \$0.01	06/12/2015		A(2)	51	A	\$0	293,251	D	

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Shares of Class A common stock, par value \$0.01 per share	06/12/2015	A(3)	189	A	\$ 0	293,440	D	
Shares of Class A common stock, par value \$0.01 per share	06/12/2015	A(4)	142	A	\$ 0	293,582	D	
Shares of Class A common stock, par value \$0.01 per share	06/12/2015	A(5)	326	A	\$ 0	293,908	D	
Shares of Class A common stock, par value \$0.01 per share						50,000	I	See footnote (6)
Shares of Class B common stock, par value \$0.01 per share						1	D	
Shares of Class B common stock, par value \$0.01 per share						1	I	Share held in trust. (7)

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	2.	3. Transaction Date	3A. Deemed	4. 5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber	Expiration Date	Amount of	Derivative	Deriv

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	/Year)	Underlyin Securities (Instr. 3 a	s	Security (Instr. 5)	S H () H () H () ()
			Code V	(A) (D)	Date Exercisable	Expiration Date	or Nu of	umber		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
Altman Roger C C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET NEW YORK, NY 10055	X		Executive Chairman				

## **Signatures**

/s/ Adam B. Frankel, as
Attorney-in-Fact
06/16/2015

\*\*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).
- Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 23,129 unvested underlying RSUs (1) awarded on February 6, 2012. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 6, 2012.
- Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 9,873 unvested underlying RSUs (2) awarded on February 15, 2012. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 15, 2012.
- Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 36,571 unvested underlying RSUs (3) awarded on February 12, 2013. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 12, 2013.
- Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 27,582 unvested underlying RSUs (4) awarded on February 11, 2014. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 11, 2014.
- Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 63,195 unvested underlying RSUs (5) awarded on February 18, 2015. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 18, 2015.
- These shares of Class A common stock are held for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of these shares of Class A common stock held by the trust and he does not have voting or investment power over the trust, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of these shares of Class A common stock for the purposes of Section 16 or any other purpose.

Reporting Owners 3

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This share of Class B common stock is held in trust for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of this share of Class B common stock and he does not have voting or investment power over the trust, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of this share of Class B common stock 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. 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.