HILTZ WILLIAM

Form 3

February 12, 2009

FORM 3

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

4D

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OMB APPROVAL

INITIAL STATEMENT OF 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 Addre Person <u>*</u> HILTZ WIL	Î	rting	2. Date of Event Requiring Statement (Month/Day/Year) 02/09/2009		3. Issuer Name and Ticker or Trading Symbol Evercore Partners Inc. [EVR]					
(Last) (I	First)	(Middle)			4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)		
55 E. 52ND STREET, 38TH FLOOR					(Check all applicable)			, ,		
(Street) NEW YORK, NY 10055					Director 10% Owner Other (give title below) (specify below) Senior Managing Director			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (S	State)	(Zip)		Table I - N	Non-Derivative Securities Beneficially Owned					
1.Title of Security (Instr. 4)				2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Na Owne (Instr	*		
Shares of Class A common stock, par value \$0.01 per share				84,410 (1)		D (1)	Â			
Shares of Class B common stock, par value \$0.01 per share				1		D	Â			
Shares of Class B common stock, par value \$0.01 per share				1		I	Shares held by trust (2)			
Reminder: Report of income directly or in		e line for ea	ch class of secu	urities benefic	ially S	EC 1473 (7-02	2)			
	informa	tion conta	oond to the c ined in this t	form are not						

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exer Expiration D (Month/Day/Year)	ate	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)		
Partnership units of Evercore LP (3)	(3)	(3)	Shares of Class A common stock, par value \$0.01 per share	1,118,705	\$ <u>(3)</u>	D	Â	
Partnership units of Evercore LP (3)	(3)	(3)	Shares of Class A common stock, par value \$0.01 per share	83,418	\$ <u>(3)</u>	I	Partnership units held by trust (2)	

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
HILTZ WILLIAM						
55 E. 52ND STREET	â	Â	Senior Managing Director	Â		
38TH FLOOR	A	Α	A Semoi Managing Director	A		
NEW YORK Â NYÂ 10055						

Signatures

/s/ Adam B. Frankel, as-attorney-in fact 02/12/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 84,410 shares of Class A common stock are restricted stock units which were granted to Mr. Hiltz pursuant to the 2006 Evercore Partners Inc. Stock Incentive Plan.
- (2) These share are held by a grantor retained annuity trust of which Mr. Hiltz is the investment trustee.
- Evercore LP units are, subject to certain restrictions in the Evercore LP partnership agreement, exchangeable on a one-for-one basis for shares of Evercore Partnership 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.

Reporting Owners 2

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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.	