FRANKEL ADAM B

Form 4

December 13, 2010

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

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

may continue. See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * FRANKEL ADAM B

(First)

(Middle)

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

(Street)

NEW YORK, NY 10055

30(h) of the Investment Company Act of 1940

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Evercore Partners Inc. [EVR]

3. Date of Earliest Transaction (Month/Day/Year)

12/10/2010

Symbol

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

Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

Director 10% Owner X_ Officer (give title Other (specify below)

General Counsel

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned **Following** Reported

Transaction(s)

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

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

Code V Amount

Shares of Class A

common 12/10/2010 stock, par

value \$0.01 per share

Shares of

Class B common stock, par value \$0.01 $A^{(1)}$ 49 \$0 14,006

(A)

1

D

D

per share

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

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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. Transa Code (Instr. 5 | Secu Acqu (A) | vative urities uired or posed O) tr. 3, | | ate | Amor Unde Secur | le and ant of rlying ities . 3 and 4) | 8. Price of Derivative Security (Instr. 5) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------|---------------------|-----------------------------------------------------------|---------------------|--------------------|-----------------------|---------------------------------------------------|-----------------------------------------------------|
| | | | | Code | V (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

General Counsel

Signatures

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

**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 8,819 unvested underlying RSUs (1) awarded on February 4, 2010. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 4, 2010.

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.

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