Mestre Eduardo G Form 4 February 10, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person $\overset{*}{\underline{\ }}$ Mestre Eduardo G			2. Issuer Name and Ticker or Trading Symbol Evercore Partners Inc. [EVR]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (I	(First) RE PARTN	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2012	(Check all applicable) Director 10% Owner _X_ Officer (give title Other (specify below)		
INC., 55 EAST 52ND STREET, 38TH FLOOR		REET,		Vice Chairman		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		

NEW YORK, NY 10055

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

			1 cison								
	(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secu	curities Acquired, Disposed of, or Beneficially Owner				
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Shares of Class A common			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
	stock, par value \$0.01 per share	02/09/2012		S	21,945	D	28.3314 (1)	229,378	D		
	Shares of Class B common stock, par							1	D		

value \$0.01 per share

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. Transacti Code (Instr. 8)	5. Number on f 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)		8. P. Deri Secu (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Partnership units of Evercore LP (2)	<u>(2)</u>	02/09/2012		A	3,884	(3)	(3)	Shares of Class A common stock, par value \$0.01 per share	3,884	

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

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

Vice Chairman

Signatures

/s/ Adam B. Frankel, as 02/10/2012 Attorney-in-Fact

> **Signature of Reporting Person Date

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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).
- This price represents the approximate weighted average price per share of Class A common stock of sales that were executed at prices ranging from approximately \$28.13 to \$28.65 per share. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of Class A common stock sold at each price.
 - Represents a re-allocation pursuant to the terms of the Evercore LP ("ELP") partnership agreement, as amended ("Agreement"), of unvested ELP limited partnership units that were forfeited on January 3, 2012 and not an increase in the total number of ELP partnership
- (2) units. ELP partnership units are, subject to certain vesting, transfer and other restrictions as set forth in the 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 splits, stock dividends and reclassifications.
- ELP limited partnership units are, subject to certain restrictions in the ELP partnership agreement, exchangeable on a one-for-one basis (3) for shares of Evercore Partners 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. 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.