

Evercore Partners Inc.
Form 4
December 15, 2014

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
Form 5
obligations
may continue.
See Instruction
1(b).

**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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10055

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Evercore Partners Inc. [EVR]

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) 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
Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|--|--|--|---|
| Shares of Class A common stock, par value \$0.01 per share | 12/12/2014 | | A ⁽¹⁾ | 15 A \$ 0 | 39,470 | D | |
| Shares of Class A common stock, par value \$0.01 per share | 12/12/2014 | | A ⁽²⁾ | 41 A \$ 0 | 39,511 | D | |

| | | | | | | | |
|---|------------|------------------|----|---|------|--------|---|
| Shares of Class A common stock, par value \$0.01 per share | 12/12/2014 | A ⁽³⁾ | 50 | A | \$ 0 | 39,561 | D |
| Shares of Class A common stock, par value \$0.01 per share | 12/12/2014 | A ⁽⁴⁾ | 60 | A | \$ 0 | 39,621 | D |
| Shares of Class B common stock, par value \$0.01 per share | | | | | | 1 | D |

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

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(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. Transaction Code (Instr. 8) | 5. Number of 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | 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
General Counsel

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

Signatures

/s/ Adam B.
Frankel

12/15/2014

__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 2,513 unvested underlying RSUs
(1) awarded on February 4, 2011. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 4, 2011.

Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 7,282 unvested underlying RSUs
(2) 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 8,801 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 10,573 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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