

Altman Roger C
 Form 4/A
 February 17, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Altman Roger C

(Last) (First) (Middle)

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

(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)
 02/04/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/08/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Chairman and Co-CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	02/04/2011		A ⁽¹⁾	58,867 ⁽⁴⁾	A \$ 0	392,882	D
Shares of Class A common stock, par	02/04/2011		F	21,114 ⁽²⁾	D \$ 34.825	371,768	D

value
\$0.01 per
share

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

Shares
held by
trust ⁽³⁾

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 (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Altman Roger C C/O EVERCORE PARTNERS INC.	X		Executive Chairman and Co-CEO	

55 EAST 52ND STREET, 38TH FLOOR
NEW YORK, NY 10055

Signatures

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

02/17/2011

**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).

- (1) Restricted Stock Units, which vest in four equal installments beginning on the first anniversary of the grant date.
- (2) These shares were surrendered to Evercore Partners Inc. for the payment of taxes in connection with the vesting of a previously granted restricted stock unit award.

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

- (3) this share of Class B common stock, 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.

- (4) This amendment is being filed to correctly report the number of shares acquired.

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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