

ASPE PEDRO
Form 4
September 13, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
ASPE PEDRO

(Last) (First) (Middle)
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)
09/09/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Co-Chairman of the Board

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 Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Shares of Class A common stock, par value \$0.01 per share | 09/09/2011 | | A ⁽¹⁾ | | 72 | A | \$ 0 99,891 | D |
| Shares of Class A common stock, par value \$0.01 per share | 09/09/2011 | | A ⁽²⁾ | | 166 | A | \$ 0 100,057 | D |

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| | | | | | | | | |
|--|------------|------------------|-----|---|------|---------|---|-------------------------------------|
| Shares of Class A common stock, par value \$0.01 per share | 09/09/2011 | A ⁽³⁾ | 91 | A | \$ 0 | 100,148 | D | |
| Shares of Class A common stock, par value \$0.01 per share | 09/09/2011 | A ⁽⁴⁾ | 109 | A | \$ 0 | 100,257 | D | |
| Shares of Class A common stock, par value \$0.01 per share | 09/09/2011 | A ⁽⁵⁾ | 11 | A | \$ 0 | 100,268 | D | |
| 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 | Share held by trust. ⁽⁶⁾ |

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | 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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

4, and 5)

| | | | | | | | | |
|------|---|-----|-----|--|---------------------|--------------------|-------|--|
| | | | | | | | | Amount or Number of Shares |
| | | | | | Date Exercisable | Expiration Date | Title | |
| Code | V | (A) | (D) | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| ASPE PEDRO 55 EAST 52ND STREET, 38TH FLOOR NEW YORK, NY 10055 | X | | | Co-Chairman of the Board |

Signatures

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

09/13/2011

__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) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 19,013 unvested underlying RSUs awarded on March 3, 2008. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on March 3, 2008.

(2) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 21,817 unvested underlying RSUs awarded on February 9, 2009. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 9, 2009.

(3) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 11,906 unvested underlying RSUs 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.

(4) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 14,358 unvested underlying RSUs 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.

(5) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 1,444 unvested underlying RSUs awarded on February 18, 2011. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 18, 2011.

(6) This share of Class B common stock is held in trust for the benefit of certain directors and employees of Protego. Mr. Aspe disclaims beneficial ownership of this share of Class B common stock for purposes of Section 16 or any other purpose.

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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