Edgar Filing: Evercore Partners Inc. - Form 4/A

Form 4	ore Partner 4/A 04, 2008	s Inc.										
	RM 4								-	PPROVA	L	
		UNITED	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-0	0287	
Check this box if no longer subject to STATEMENT OF CHAN							Estimated	Estimated average				
Section 16. SECURITIE						MIIE5			burden hou response	•	0.5	
Fo ol m So	orm 5 bligations hay continue. <i>ee</i> Instructior (b).	Section 17((a) of the l	Public U	Itility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940	,		0.5	
(Print or	r Type Respo	nses)										
FRANKEL ADAM B Symbo					2. Issuer Name and Ticker or Trading mbol vercore Partners Inc. [EVR]			5. Relationship of Reporting Person(s) to Issuer				
æ								(Check all applicable)				
(]			3. Date of Earliest Transaction (Month/Day/Year) 04/01/2008			Director 10% Owner Officer (give titleX Other (specify below) General Counsel						
		(Street)		4. If Am	endment, D	ate Origina	ıl	6. Individual or	Joint/Group Fili	ng(Check		
					X Form filed				by One Reporting Person y More than One Reporting			
INLYN	TOKK, N	1 10055						Person				
(C	City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	i	
1.Title Securit (Instr. 3	y (Mor	ansaction Date hth/Day/Year)	Execution	Date, if TransactionAcquired (A) or Code Disposed of (D) y/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or		(A) or of (D) 4 and 5) (A) or	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 Indirect Beneficia Ownershi (Instr. 4)	1		
					Code V	Amount	(D) Price	(more 5 and 4)				
Remind	ler: Report or	n a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly o	or indirectly.				
						Perso	ons who res	pond to the colle	ection of	SEC 1474		

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount	8. P
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof Derivative	Expiration Date	of Underlying	Der
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	Securities	Seci

1

Edgar Filing: Evercore Partners Inc. - Form 4/A

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)			(Instr. 3 and	4)	(
				Code V	7 (A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Partnership units of Evercore LP (1)	<u>(1)</u>	04/01/2008		A	3,784 (2)	<u>(3)</u>	<u>(3)</u>	Shares of Class A common stock, par value \$0.01 per share (3)	3,784	
Partnership units of Evercore LP (1)	<u>(1)</u>	04/01/2008		A	131 (2)	<u>(3)</u>	<u>(3)</u>	Shares of Class A common stock, par value \$0.01 per share (3)	131	

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Function and	Director	10% Owner	Officer	Other		
FRANKEL ADAM B 55 E. 52ND STREET 38TH FLOOR NEW YORK, NY 10055				General Counsel		
Signatures						
/s/ Adam B. 04/04/20 Frankel	08					

<u>**</u>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).

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 March 13, 2008, and not an increase in the total number of ELP partnership

- 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.
- (2) This report is being filed to correct the number of ELP limited partnership units previously reported.

(Ins

Edgar Filing: Evercore Partners Inc. - Form 4/A

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.

(4) These ELP limited partnership units are held by a grantor retained annuity trust of which Mr. Frankel is the investment trustee.

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.