

Altman Roger C
 Form 4
 February 11, 2009

FORM 4

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

OMB APPROVAL

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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)
 02/09/2009

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)
 Chairman, 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Shares of Class A common stock, par value \$0.01 per share	02/09/2009	(1)	A(1)		79,334 (1)	A (1)	(1) 162,005
Shares of Class B common stock, par value \$0.01							1 D

per share
Shares of
Class B
common
stock, par
value \$0.01
per share

3 I

Shares of
Class B
Common
Stock held
by trust ⁽²⁾

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Partnership units of Evercore LP ⁽³⁾	⁽³⁾	02/09/2009	⁽³⁾	G ⁽⁴⁾	V 6,566 ⁽⁴⁾	⁽³⁾ ⁽³⁾	Shares of Class A common stock, par value \$0.01 per share 6,566
Partnership units of Evercore LP ⁽³⁾	⁽³⁾					⁽³⁾ ⁽³⁾	Shares of Class A common stock, par value \$0.01 per share 1,425,812

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X

Chairman, Co-CEO

Signatures

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

02/11/2009

__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) These 79,334 shares of Class A common stock are restricted stock units which were granted to Mr. Altman pursuant to the 2006 Evercore Partners Inc. Stock Incentive Plan.

These shares of Class B common stock are held in trust for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of these shares of Class B common stock, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of these shares of Class B common stock for the purposes of Section 16 or any other purpose.
- (2) Evercore LP partnership units are, subject to certain restrictions in the Evercore LP partnership agreement, exchangeable on a one-to-one basis for shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock dividends and reclassifications.
- (3) Mr. Altman has made a bona fide gift of these Evercore LP partnership units to the American Museum of Natural History, an unaffiliated not-for-profit institution.
- (4) These Evercore LP units are held in trust for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of these partnership units, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of these partnership units for the purposes of Section 16 or any other purpose.
- (5)

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.