

Mestre Eduardo G
 Form 4
 February 18, 2010

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 *
 Mestre Eduardo G

(Last) (First) (Middle)

C/O EVERCORE PARTNERS
 INC., 55 EAST 52ND ST. 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)
 09/11/2009

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)
 Vice Chairman

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Shares of Class A common stock, par value \$0.01 per share ⁽¹⁾ | 09/11/2009 | | A | | 201.6 | A | \$ 0 |
| Shares of Class A common stock, par | 09/11/2009 | | A | | 619.6497 | A | \$ 0 |
| | | | | | | | 173,690.6 |
| | | | | | | | 174,310.2497 |

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| | | | | | | | |
|---|------------------|-----------------------|---|-------------|--------------|---|--|
| value \$0.01 per share <u>(2)</u> | | | | | | | |
| Shares of Class A common stock, par value 12/11/2009 | A | 0.4 | A | \$ 0 | 174,310.6497 | D | |
| \$0.01 per share <u>(1)</u> | | | | | | | |
| Shares of Class A common stock, par value 12/11/2009 | A | 221 | A | \$ 0 | 174,531.6497 | D | |
| \$0.01 per share <u>(1)</u> | | | | | | | |
| Shares of Class A common stock, par value 12/11/2009 | A | 0.3503 | A | \$ 0 | 174,532 | D | |
| \$0.01 per share <u>(2)</u> | | | | | | | |
| Shares of Class A common stock, par value 12/11/2009 | A | 677 | A | \$ 0 | 175,209 | D | |
| \$0.01 per share <u>(2)</u> | | | | | | | |
| Shares of Class A common stock, par value 02/04/2010 | A ⁽³⁾ | 79,366 ⁽³⁾ | A | \$ 0 | 254,575 | D | |
| \$0.01 per share | | | | | | | |
| Shares of Class A common stock, par value 02/16/2010 | F ⁽⁴⁾ | 13,522 | D | \$ 28.35 | 241,053 | D | |
| \$0.01 per share | | | | | | | |
| Shares of Class B | | | | | 2 | D | |

common
stock, par
value
\$0.01 per
share

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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| Mestre Eduardo G C/O EVERCORE PARTNERS INC. 55 EAST 52ND ST. 38TH FLOOR NEW YORK, NY 10055 | | | Vice Chairman | |

Signatures

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

02/18/2010

**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)

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Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 42,588 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 130,901 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) Restricted stock units, which vest in four equal annual installments beginning on the first anniversary of the grant date.
- (4) 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.

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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