

ASPE PEDRO
Form 4
March 13, 2012

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 *
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)
02/20/2012

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	02/20/2012		F		112 ⁽¹⁾	D	\$ 28.73 121,098 D
Shares of Class A common stock, par value	03/09/2012		A ⁽²⁾		81	A	\$ 0 121,179 D

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\$0.01 per share

Shares of Class A common stock, par value

03/09/2012

A⁽³⁾

59

A

\$ 0

121,238

D

\$0.01 per share

Shares of Class A common stock, par value

03/09/2012

A⁽⁴⁾

80

A

\$ 0

121,318

D

\$0.01 per share

Shares of Class A common stock, par value

03/09/2012

A⁽⁵⁾

8

A

\$ 0

121,326

D

\$0.01 per share

Shares of Class A common stock, par value

03/09/2012

A⁽⁶⁾

177

A

\$ 0

121,503

D

\$0.01 per share

Shares of Class A common stock, par value

03/09/2012

A⁽⁷⁾

40

A

\$ 0

121,543

D

\$0.01 per share

Shares of Class B common stock, par value

1

D

\$0.01 per share

Shares of Class B common

1

I

Share held by trust. (8)

stock, par value \$0.01 per share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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, 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)
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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 03/13/2012

**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 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.
- (2)

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Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 10,909 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 7,937 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 10,769 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 1,083 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) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 23,985 unvested underlying RSUs awarded on February 6, 2012. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 6, 2012.

- (7) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 5,386 unvested underlying RSUs awarded on February 15, 2012. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 15, 2012.

- (8) 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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