

Evercore Partners Inc.
Form 4
April 03, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(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 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)
04/01/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Vice Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Partnership units of Evercore LP ⁽¹⁾	<u>(1)</u>	04/01/2008	A		210,957 <u>(2)</u>		<u>(2)</u>	<u>(2)</u>	Shares of Class A common stock, par value \$0.01 per share <u>(2)</u>	210,957
Partnership units of Evercore LP ⁽¹⁾	<u>(1)</u>	04/01/2008	A		79,144 <u>(2)</u>		<u>(2)</u>	<u>(2)</u>	Shares of Class A common stock, par value \$0.01 per share <u>(2)</u>	79,144

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mestre Eduardo G C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET 38TH FLOOR NEW YORK, NY 10055			Vice Chairman	

Signatures

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

04/03/2008

 **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
- (1) 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.
 - (2) ELP limited partnership units are, subject to certain restrictions in the ELP partnership 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.
 - (3) These ELP limited partnership units are held by a grantor retained annuity trust of which Mr. Mestre 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.

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