

Evercore Partners Inc.  
Form 4  
July 03, 2007

**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 \*  
**FRANKEL ADAM B**

(Last) (First) (Middle)

**C/O EVERCORE PARTNERS  
INC., 55 EAST 52ND STREET,  
43RD 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)  
**05/23/2007**

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)  
**General Counsel**

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)
Shares of Class A common stock, par value \$0.01 per share	05/23/2007		C	14,894 A <u>(1)</u>	19,894 <u>(2)</u>	D	
Shares of Class A common stock, par	05/23/2007		C	7,318 A <u>(1)</u>	7,318	I	Shares held by a trust <u>(3)</u>

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value  
\$0.01 per  
share

Shares of  
Class A  
common  
stock, par  
value

05/23/2007

S<sup>(4)</sup>

14,894

D

\$  
27.9513

5,000 <sup>(2)</sup>

D

\$0.01 per  
share

Shares of  
Class A  
common  
stock, par  
value

05/23/2007

S<sup>(4)</sup>

7,318

D

\$  
27.9513

0

I

Shares  
held by a  
trust <sup>(3)</sup>

\$0.01 per  
share

Shares of  
Class B  
common  
stock, par  
value

1

D

\$0.01 per  
share

Shares of  
Class B  
common  
stock, par  
value

1

I

Share  
held by a  
trust <sup>(5)</sup>

\$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.**

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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. ...
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	(6)	(A)	(D)					
Partnership units of Evercore LP	(6)	05/23/2007		C	14,894	(6)	(6)	Shares of Class A common stock, 14,894 par value \$0.01 per share
Partnership units of Evercore LP	(6)	05/23/2007		C	7,318	(6)	(6)	Shares of Class A common stock, 7,318 par value \$0.01 per share

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANKEL ADAM B C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET, 43RD FLOOR NEW YORK, NY 10055				General Counsel

## Signatures

/s/ Adam B.  
Frankel

07/03/2007

\*\*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) Shares of Class A common stock were acquired upon exchange of Evercore LP partnership units, in accordance with the Evercore LP partnership agreement.
- (2) 5,000 shares of this Class A common stock are restricted stock units.
- (3) These shares of Class A common stock are held by a grantor retained annuity trust of which Mr. Frankel is the investment trustee.
- (4) Sale by reporting person pursuant to an underwritten public offering.
- (5) This share of Class B common stock is held by a grantor retained annuity trust of which Mr. Frankel is the investment trustee.
- (6) Evercore LP partnership units are, subject to certain restrictions in the Evercore LP 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.
- (7) These Evercore LP partnership units are held by a grantor retained annuity trust of which Mr. Frankel is the investment trustee.

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