

Mestre Eduardo G  
Form 5  
February 09, 2009

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
Mestre Eduardo G  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
Evercore Partners Inc. [EVR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

C/O EVERCORE PARTNERS  
INC., 55 EAST 52ND STREET  
38TH FLOOR  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2008

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10055  
  
(City) (State) (Zip)

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) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (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
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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)			Securities (Instr. 3 and 4)			
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Partnership units of Evercore LP	Â	12/10/2008	Â	G <sup>(2)</sup>	Â	22,128	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Shares of Class A common stock, par value \$0.01 per share	22,128	

## 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	Â	Â	Â Vice Chairman	Â

## Signatures

/s/ Adam B. Frankel, as Attorney-in-Fact	02/09/2009
**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).

- 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.
- (1) basis for shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock dividends and reclassifications.
  - (2) Mr. Mestre has made a bona fide gift of these Evercore LP partnership units to Choate Rosemary Hall.
  - (3) This amount reflects a distribution to Mr. Mestre in November 2008 of 80,237 Evercore LP partnership units previously held by a grantor retained annuity trust of which Mr. Mestre was the investment trustee.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.