Altman Roger C Form 5 February 09, 2010

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Altman Roger C Symbol

Evercore Partners Inc. [EVR]

(Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle)

> (Month/Day/Year) _X_ Director 10% Owner Other (specify _X__ Officer (give title 12/31/2009

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

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

Executive Chairman and Co-CEO

below)

NEW YORK, NYÂ 10055

X Form Filed by One Reporting Person Form Filed by More than One Reporting

below)

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of 7. Nature of 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 6. Ownership Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or

(Instr. 3 and 4) Amount (D) Price

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date Underlying Securities**

SEC 2270

(9-02)

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Partnership units of Evercore LP (1)	Â	11/20/2009	Â	G <u>(2)</u>	Â	28,600	(1)	(1)	Shares of Class A common stock, par value \$0.01 per share	28,600
Partnership units of Evercore LP (1)	Â	Â	Â	Â	Â	Â	(1)	(1)	Shares of Class A common stock, par value \$0.01 per share	1,140,6

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Reporting Owners

Reporting Owner Name / Address	Ketauonsinps						
	Director	10% Owner	Officer	Other			
Altman Roger C C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET 38TH FLOOR NEW YORK, NY 10055	ÂX	Â	Executive Chairman and Co-CEO	Â			

Signatures

/s/ Adam B. Frankel, as
Attorney-in-fact
02/09/2010

**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).
- Evercore LP partnership units are, subject to certain restrictions in the Evercore LP partnership agreement, exchangeable on a one-to-one (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. Altman has made a bona fide gift of these Evercore LP partnership units to the New York-Presbyterian Fund, Inc., an unaffiliated, not-for-profit institution.
- These Evercore LP units are held in trust for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of these partnership units, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of these partnership units for the purposes of Section 16 or any other purpose.

Reporting Owners 2

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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.