Pensa Paul Form 4 June 14, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

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 * Pensa Paul

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle) Evercore Partners Inc. [EVR]

(Check all applicable)

Contr., Principal Acct. Officer

OMB

Number:

Expires:

response...

Estimated average

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 06/11/2010

Director 10% Owner _X__ Officer (give title _ Other (specify below)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

NEW YORK, NY 10055

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(City)	(State)	Zip) Table	e I - Non-D	Non-Derivative Securities Acc			quired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securion nAcquired Disposed (Instr. 3,	l (A) o l of (D))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Shares of			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Class A common stock, par value \$.01 per share	06/11/2010		A <u>(1)</u>	7	A	\$0	16,123	D		
Shares of Class A common stock, par value \$.01	06/11/2010		A(2)	5	A	\$0	16,128	D		

per share

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 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. Transac Code (Instr. 8	0 S S A (A C			ate	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)
				Code	V ((A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pensa Paul C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET 38TH FLOOR NEW YORK, NY 10055

Contr., Principal Acct. Officer

Signatures

/s/ Adam B. Frankel, as Attorney-in-Fact 06/14/2010

**Signature of Reporting Person Date

Explanation of Responses:

awarded on February 9, 2009.

- * 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).
- Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 1,236 unvested underlying RSUs (1) awarded on February 9, 2009. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs
- (2) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 865 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

Reporting Owners 2

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SEC 1474

(9-02)

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February 4, 2010.

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