Altman Roger C Form 5 January 30, 2012

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362

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

Check this box if

washington, D.C. 2004)

Expires: January 31, 2005 Estimated average

1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response...

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

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * Altman Roger C	2. Issuer Name and Ticker or Trading Symbol Evercore Partners Inc. [EVR]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2011	(Check all applicable) _X Director 10% Owner _X Officer (give title Other (specify below)			
C/O EVERCORE PARTNERS INC., 55 EAST 52ND STREET, 38TH FLOOR		Executive Chairman and Co-CEO			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting			

NEW YORK, NYÂ 10055

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

(check applicable line)

(City)	(State)	^(Zip) Tabl	e I - Non-Deri	ivative Sec	urities	s Acqui	red, Disposed o	f, or Beneficial	ly 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. Securit (A) or Dis (D) (Instr. 3, 4)	sposed	of	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 Indirect Beneficial Ownership (Instr. 4)
Shares of Class A common stock, par value \$0.01 per share	02/28/2011	Â	G <u>(1)</u>	29,000	D	\$ 0	354,417	D	Â
Shares of Class A common	03/25/2011	Â	G(1)	14,750	D	\$0	339,667	D	Â

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stock, par value \$0.01 per share									
Shares of Class A common stock, par value \$0.01 per share	05/03/2011	Â	G <u>(1)</u>	14,000	D	\$ 0	325,667	D	Â
Shares of Class A common stock, par value \$0.01 per share	06/24/2011	Â	G(2)	7,625	D	\$0	318,042	D	Â
Shares of Class A common stock, par value \$0.01 per share	10/31/2011	Â	G <u>(1)</u>	10,700	D	\$ 0	307,342	D	Â
Shares of Class B common stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	1	D	Â
Shares of Class B common stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	1	I	Shares held in trust (4)
Reminder: Repsecurities bene	contained	in this for	m are	not re	llection of info equired to res llid OMB conti	pond unless	SEC 2270 (9-02)		

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Ocde Securities (Month/Day/Year) Execution Date, if Transaction Code Securities (Month/Day/Year) (Instr. 3) Price of Operivative Security (Month/Day/Year) (Instr. 8) Acquired (A) Or Disposed of Security (D) (Instr. 3, 4, and 5)	2	or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	Execution Date, if any		Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount o Underlying Securities (Instr. 3 and 4)
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					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Partnership units of Evercore LP	Â	Â	Â	Â	Â	Â	(3)	(3)	Shares of Class A common stock, par value \$0.01 per share	750,649
Partnership units of Evercore LP	Â	02/07/2011	Â	G(5)	Â	15,000	(3)	(3)	Shares of Class A common stock, par value \$0.01 per share	15,000
Partnership units of Evercore LP	Â	12/27/2011	Â	G <u>(6)</u>	Â	33,500	(3)	(3)	Shares of Class A common stock, par value \$0.01 per share	33,500

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	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

**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) Mr. Altman has made a bona fide gift of these shares of Class A common stock to the Altman Kazickas Foundation, a not-for-profit institution.
- (2) Mr. Altman has made a bona fide gift of these shares of Class A common stock to an unaffiliated not-for-profit institution.
- (3) 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

Reporting Owners 3

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and reclassifications.

- 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.
- (5) Mr. Altman has made a bona fide gift of these Evercore LP partnership units to the Altman Kazickas Foundation, a not-for-profit institution.
- (6) Mr. Altman has made a bona fide gift of these Evercore LP partnership units to an unaffiliated not-for-profit institution.

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.