BOK SCOTT L Form 4 February 01, 2012

FORM 4

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

OMB APPROVAL OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

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Form 4 or Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BOK SCOTT L	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	GREENHILL & CO INC [GHL] 3. Date of Earliest Transaction	(Check all applicable)			
GREENHILL & CO., INC., 300 PARK AVENUE	(Month/Day/Year) 02/01/2012	X Director 10% Owner Other (specify below)			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
NEW YORK, NY 10022		Form filed by More than One Reporting Person			

(City)	(State)	(Zip) 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 ion(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	02/01/2012		M	10,810	A	\$ 0	72,071	D		
Common Stock	02/01/2012		F	4,414	D	\$ 46.83	67,657	D		
Common Stock	02/01/2012		M	5,833	A	\$ 0	73,490	D		
Common Stock	02/01/2012		F	2,595	D	\$ 46.83	70,895	D		
Common Stock	02/01/2012		M	2,550	A	\$ 0	73,445	D		

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Common Stock	02/01/2012	F	1,029	D	\$ 46.83	72,416	D	
Common Stock	02/01/2012	M	4,584	A	\$ 0	77,000	D	
Common Stock	02/01/2012	F	1,849	D	\$ 46.83	75,151	D	
Common Stock						175,000	I	By grantor retained annuity trust (1)

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)

2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	iorDerivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(2)	02/01/2012		M		10,810	(2)	(2)	Common Stock	10,810
(3)	02/01/2012		M		5,833	(3)	(3)	Common Stock	5,833
<u>(4)</u>	02/01/2012		M		2,550	<u>(4)</u>	<u>(4)</u>	Common Stock	2,550
<u>(5)</u>	02/01/2012		M		4,584	<u>(5)</u>	<u>(5)</u>	Common Stock	4,584
	Conversion or Exercise Price of Derivative Security (2) (3)	Conversion or Exercise Price of Derivative Security (2) 02/01/2012 (3) 02/01/2012	Conversion or Exercise Price of Derivative Security (Month/Day/Year) Execution Date, if any (Month/Day/Year) (2) 02/01/2012 (3) 02/01/2012 (4) 02/01/2012	Conversion or Exercise Price of Derivative Security (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Q1 02/01/2012 M Q2 02/01/2012 M Q3 02/01/2012 M	Conversion or Exercise Price of Derivative Security (Month/Day/Year) Execution Date, if any (Month/Day/Year) TransactionDerivative Code Security Security (Month/Day/Year) (Instr. 8) Acquisite (Instr. 8)	Conversion or Exercise Price of Security (Month/Day/Year) Execution Date, if any (Month/Day/Year) TransactiorDerivative Code Securities Price of Derivative Security (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (2) 02/01/2012 M 10,810 (3) 02/01/2012 M 5,833 (4) 02/01/2012 M 2,550	Conversion or Exercise Price of Derivative Security Expiration Date, if any (Month/Day/Year) Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable	Conversion or Exercise Price of Derivative Security Execution Date, if any (Month/Day/Year) Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) Date Date	Conversion or Exercise Price of Derivative Security Code Code Securities (Month/Day/Year) Code Code Securities (Month/Day/Year) Code Code Securities (Month/Day/Year) Code Code

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BOK SCOTT L GREENHILL & CO., INC. 300 PARK AVENUE

X Chief Executive Officer

NEW YORK, NY 10022

Signatures

/s/ Ulrika Ekman, Attorney-in-Fact for Scott L. Bok

02/01/2012

**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) On April 25, 2011, the reporting person contributed 175,000 shares of Greenhill & Co Inc. common stock to a grantor retained annuity trust for the benefit of himself and his two children.
- This restricted stock unit award was granted on January 31, 2007 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in equal increments on each of the first, second, third, fourth and fifth anniversaries of the date of grant (each, a vesting date) and are subject to payment within 75 days following each such vesting date. Each unit represents a right to receive one share of Common Stock or an amount equal to the market value of the Common Stock underlying the vested award on the applicable vesting date. Payment may be made in cash, shares of Common Stock or a combination thereof. On February 1, 2012, the fifth vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.
- This restricted stock unit award was granted on January 30, 2008 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in equal increments on each of the first, second, third, fourth and fifth anniversaries of the date of grant (each, a vesting date) and are subject to payment within 75 days following each such vesting date. Each unit represents a right to receive one share of Common Stock or an amount equal to the market value of the Common Stock underlying the vested award on the applicable vesting date. Payment may be made in cash, shares of Common Stock or a combination thereof. On February 1, 2012, the fourth vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.
- This restricted stock unit award was granted on January 28, 2009 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in equal increments on each of the first, second, third, fourth and fifth anniversaries of the date of grant (each, a vesting date) and are subject to payment within 75 days following each such vesting date. Each unit represents a right to receive one share of Common Stock or an amount equal to the market value of the Common Stock underlying the vested award on the applicable vesting date. Payment may be made in cash, shares of Common Stock or a combination thereof. On February 1, 2012, the third vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.
- This restricted stock unit award was granted on January 27, 2010 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in equal increments on each of the first, second, third, fourth and fifth anniversaries of the date of grant (each, a vesting date) and are subject to payment within 75 days following each such vesting date. Each unit represents a right to receive one share of Common Stock or an amount equal to the market value of the Common Stock underlying the vested award on the applicable vesting date. Payment may be made in cash, shares of Common Stock or a combination thereof. On February 1, 2012, the second vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

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.

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