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Form 4										
February 07,										
FORM	4 UNITED	STATES					E COMMISSION		PPROVAL 3235-0287	
Check thi	s box		Wa	shington	, D.C. 20	549		Number:	January 31,	
if no long subject to Section 10 Form 4 or Form 5	er STATEN 5.		T OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES at to Section 16(a) of the Securities Exchange Act of 1934,						Expires: 2005 Estimated average burden hours per response 0.5	
obligation may conti <i>See</i> Instru 1(b).	$\frac{1}{1}$ Section 17(a) of the 1	Public U	Itility Hol	ding Con		of 1935 or Section			
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> BOK SCOTT L			2. Issuer Name and Ticker or Trading Symbol GREENHILL & CO INC [GHL]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)					(Che	eck all applicabl	e)	
GREENHILL & CO., INC., 300 PARK AVENUE			(Month/Day/Year) 02/03/2012			X Director 10% Owner X Officer (give title Other (specify below) Chief Executive Officer				
(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 Form filed by More than One Reporting 				
NEW YORK	X, NY 10022						Person		1 0	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deem Execution any (Month/D		Date, if TransactionAcquired (A) or Code Disposed of (D) ay/Year) (Instr. 8) (Instr. 3, 4 and 5) (A)			(A) or of (D) and 5) (A)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Reminder: Repo	ort on a separate line	for each cl	ass of sec	urities bene	Perso inform requir	ns who res nation cont ed to resp ys a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired or Dispo (D) (Instr. 3, and 5)	sed of					(
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	5
Restricted Stock Units	<u>(1)</u>	02/03/2012		А	60,725		<u>(1)</u>	(1)	Common Stock	60,725	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BOK SCOTT L GREENHILL & CO., INC. 300 PARK AVENUE NEW YORK, NY 10022	Х		Chief Executive Officer				
Signatures							
/s/ Ulrika Ekman, Attorney-in-	02/07/2012						

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> **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). **

This restricted stock unit award was granted on February 3, 2012 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in full on January 1 of the fifth calendar year following the grant date and are subject to payment within 75

(1) days following 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 vesting date. Payment may be made in cash, shares of Common Stock or a combination thereof.

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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