#### **GREENHILL & CO INC**

Form 4

January 09, 2017

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

Number: 3235-0287

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**OMB APPROVAL** 

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5 Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

Stock

(Print or Type Responses)

1 Name and Address of Reporting Person \*

GOLDSTONE STEVEN F		Symbol	Symbol GREENHILL & CO INC [GHL]				Issuer (Check all applicable)			
(Last)	(First) (M	Giddle) 3. Date of	of Earliest Tra	ansaction			(Circ	ж ан аррисаон	<i>-</i> )	
		(Month/	Day/Year)				_X_ Director		% Owner	
C/O GREEN PARK AVE	NHILL & CO., IN ENUE	C., 300 01/09/2	2017				Officer (giv below)	ve title Oth below)	er (specify	
	4. If Am	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
NEW YORI	K, NY 10022	Filed(Mo	onth/Day/Year)				Applicable Line) _X_ Form filed by Form filed by Person	One Reporting Po		
(City)	(State) (	Zip) Tak	ole I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2 A. Deemed Execution Date, it any (Month/Day/Year	Code	4. Securi onAcquired Disposed (Instr. 3,	(A) o l of (D	) 5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	01/09/2017		A	903	A	\$0	26,429	D		

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

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SEC 1474

(9-02)

(1)

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

#### Edgar Filing: GREENHILL & CO INC - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
GOLDSTONE STEVEN F C/O GREENHILL & CO., INC. 300 PARK AVENUE NEW YORK, NY 10022	X						

# **Signatures**

/s/ Ricardo Lima, Attorney-in-Fact for Steven F. Goldstone

01/09/2017

\*\*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) This award of stock is granted pursuant to the Greenhill & Co., Inc. Equity Incentive Plan.

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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