GREENHILL & CO INC

Form 4 July 05, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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January 31, 2005

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

may continue.

See Instruction

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * SAWHILL ISABEL V			2. Issuer Name and Ticker or Trading Symbol			Relationship Issuer	5. Relationship of Reporting Person(s) to Issuer			
			GREEN	HILL &	CO INC [GHL]	(C	heck all applicabl	.e)		
(Last)	(First) ((Middle)	3. Date of	Earliest Tr	ransaction					
			(Month/Da	ay/Year)		_X_ Director	109	% Owner		
C/O GREENHILL & CO., INC., 300 PARK AVENUE			07/02/2007			Officer (g	give titleOth below)	ier (specify		
IAKKAVE	NOL									
(Street)			4. If Amendment, Date Original			6. Individual o	6. Individual or Joint/Group Filing(Check			
			Filed(Mont	h/Day/Year	·)	Applicable Line _X_ Form filed) by One Reporting P	'erson		
NEW YORK	K, NY 10022					Form filed b	by More than One R	eporting		
(City)	(State)	(Zip)	Table	I - Non-E	Derivative Securities A	cquired, Disposed	d of, or Beneficia	lly Owned		
1.Title of Security	2. Transaction Da (Month/Day/Year		med on Date, if		4. Securities onAcquired (A) or	5. Amount of Securities	6. Ownership Form: Direct			

of (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 07/02/2007 A 364 5,190 D <u>(1)</u> Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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					
• 0	Director	10% Owner	Officer	Other		
SAWHILL ISABEL V C/O GREENHILL & CO., INC. 300 PARK AVENUE NEW YORK, NY 10022	X					

Signatures

/s/ Ulrika Ekman, Attorney-in-Fact for Isabel V.
Sawhill 07/03/2007

**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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