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GREENHILL & C	CO INC										
Form 4											
January 31, 2008											
FORM 4			CECU					л	PPROVAL		
	UNITED	STATES		shington			COMMISSION	OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEM		SECU	Expires: Estimated burden hou response	urs per						
Form 5 obligations may continue. See Instruction 1(b). 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											
(Print or Type Respon	ises)										
1. Name and Address GREENHILL RC	Person [*]	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer					
			GREENHILL & CO INC [GHL]				(Check all applicable)				
(Last) (First) (Middle) GREENHILL & CO., INC., 300 PARK AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 01/30/2008			_X_ Director 10% Owner Officer (give titleX_ Other (specify below) below) Chairman					
(S	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	7 10022						Form filed by Person	More than One Ro	eporting		
(City) (S	State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned		
	nsaction Date h/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	Code (Instr. 8)		(A) or of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Amount	(D) Price					
Reminder: Report on	a separate line	tor each cla	ass of sec	urities bene	Perso inform requir	ns who rest nation cont ed to resp ys a curre	or indirectly. spond to the colle ained in this form ond unless the for ntly valid OMB co	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	8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	d of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	01/30/2008		А		13,564		<u>(1)</u>	(1)	Common Stock	13,564

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
GREENHILL ROBERT F GREENHILL & CO., INC. 300 PARK AVENUE NEW YORK, NY 10022	Х			Chairman					
Signatures									
/s/ Ulrica Ekman, Attorney-in- Greenhill		01/31/2008							

**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 pursuant to the Greenhill & Co., Inc. Equity Incentive Plan. The 13,564 shares of Common Stock underlying this restricted stock unit award vest in ratable installments on January 1 of each of the first, second, third, fourth and fifth calendar years following the grant date. The restricted stock unit award is subject to payment within 75 days following the applicable

(1) Infinite calcular years following the grant date. The restricted stock time award is subject to payment within 75 days following the applicable 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 award on the applicable 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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