Ekman Ulrika Form 4 February 04, 2010

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Ekman Ulrika | | | ibol | nd Ticker or Trading & CO INC [GHL] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|---|--------------|-----------------------------|--|---|---|----------|--|
| (Last) | (First) (1 | Middle) 3. D | ate of Earliest | Transaction | (Cliec | ж ан аррисаоге | , | |
| GREENHII PARK AVE | LL & CO., INC., ENUE | • • • • | nth/Day/Year) 02/2010 | | X_ Officer (give below) | e title 0the below) neral Counsel | | |
| | (Street) | 4. If | Amendment, | Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | File | d(Month/Day/Y | ear) | 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 | a-Derivative Securities Acc | quired, Disposed of | f, or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Data (Month/Day/Year) | | 3. e, if Transac Code | 4. Securities Acquired ction(A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct (D) or | | |

| (- 3) | (/ | 1 abi | e 1 - Non-1 | Jerivative | Secur | ities Acq | uirea, Disposea o | i, or Beneficial | ly Ownea |
|--------------------------------------|--------------------------------------|---|---------------------------------------|------------|-----------|-------------|---|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transacti Code (Instr. 8) | | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 02/02/2010 | | M | 2,394 | A | \$ 0 | 16,275 | D | |
| Common Stock | 02/02/2010 | | F | 1,039 | D | \$ 78.48 | 15,236 | D | |
| Common Stock | 02/02/2010 | | M | 243 | A | \$ 0 | 15,479 | D | |
| Common Stock | 02/02/2010 | | F | 101 | D | \$ 78.48 | 15,378 | D | |
| Common Stock | 02/02/2010 | | M | 549 | A | \$0 | 15,927 | D | |

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| Common Stock | 02/02/2010 | F | 228 | D | \$ 78.48 | 15,699 | D |
|-----------------|------------|---|-------|---|-------------|--------|---|
| Common Stock | 02/02/2010 | M | 822 | A | \$ 0 | 16,521 | D |
| Common Stock | 02/02/2010 | F | 341 | D | \$ 78.48 | 16,180 | D |
| Common Stock | 02/02/2010 | M | 1,896 | | \$ 0 | 18,076 | D |
| Common Stock | 02/02/2010 | F | 787 | D | \$ 78.48 | 17,289 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 1. Title of Derivative Security (Instr. 3) | 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) | 5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Property Section (Institute of Section (I |
|---|---|---|---|--|---|--|--------------------|---|--|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Unit | <u>(1)</u> | 02/02/2010 | | M | 2,394 | <u>(1)</u> | <u>(1)</u> | Common Stock | 2,394 | : |
| Restricted Stock Unit | <u>(2)</u> | 02/02/2010 | | M | 243 | (2) | (2) | Common Stock | 243 | : |
| Restricted Stock Unit | <u>(3)</u> | 02/02/2010 | | M | 549 | <u>(3)</u> | (3) | Common Stock | 549 | |
| Restricted Stock Unit | <u>(4)</u> | 02/02/2010 | | M | 822 | <u>(4)</u> | <u>(4)</u> | Common Stock | 822 | : |
| Restricted Stock Unit | <u>(5)</u> | 02/02/2010 | | M | 1,896 | (5) | (5) | Common Stock | 1,896 | |
| | | | | | | | | | | |

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ekman Ulrika GREENHILL & CO., INC. 300 PARK AVENUE NEW YORK, NY 10022

General Counsel

Signatures

/s/ Ulrika Ekman 02/04/2010

**Signature of Date
Reporting Person

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 January 1, 2005 under the Greenhill & Co., Inc. Equity Incentive Plan. 100% of the award vested on the fifth anniversary of the date of grant and was subject to payment within 75 days following the vesting date. Each unit

(1) represents a right to receive one share of Common Stock or an amount equal to the market value of the Common Stock underlying the

- (1) 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. On February 2, 2010, the 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 26, 2006 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 2, 2010, 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 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 2, 2010, 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 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 2, 2010, the second 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 2, 2010, the first 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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