

Evercore Partners Inc.  
Form 4/A  
April 04, 2008

**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  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mestre Eduardo G

(Last) (First) (Middle)

C/O EVERCORE PARTNERS  
INC., 55 EAST 52ND STREET  
38TH FLOOR

(Street)

NEW YORK, NY 10055

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Evercore Partners Inc. [EVR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/01/2008

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
04/03/2008

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below) Vice Chairman

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             |                                                                      | Price                                                             |

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  
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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<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount<br>of Underlying | 8. D |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|--------------------------------------|------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|--------------------------------------|------|

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| Security<br>(Instr. 3)                               | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year)     |     | Securities<br>(Instr. 3 and 4) | S                  |                                                                                         |                                     |
|------------------------------------------------------|---------------------------------------------------|-------------------------|--------------------|--------------------------------------------------------------------------------|----------------------|-----|--------------------------------|--------------------|-----------------------------------------------------------------------------------------|-------------------------------------|
|                                                      |                                                   |                         | Code               | V                                                                              | (A)                  | (D) | Date<br>Exercisable            | Expiration<br>Date | Title                                                                                   | Amount<br>or<br>Number<br>of Shares |
| Partnership<br>units of<br>Evercore<br>LP <u>(1)</u> | <u>(1)</u>                                        | 04/01/2008              | A                  |                                                                                | 26,633<br><u>(2)</u> |     | <u>(3)</u>                     | <u>(3)</u>         | Shares of<br>Class A<br>common<br>stock,<br>par value<br>\$0.01 per<br>share <u>(3)</u> | 26,633                              |
| Partnership<br>units of<br>Evercore<br>LP <u>(1)</u> | <u>(1)</u>                                        | 04/01/2008              | A                  |                                                                                | 1,991<br><u>(2)</u>  |     | <u>(3)</u>                     | <u>(3)</u>         | Shares of<br>Class A<br>common<br>stock,<br>par value<br>\$0.01 per<br>share <u>(3)</u> | 1,991                               |

## Reporting Owners

| Reporting Owner Name / Address                                                                         | Relationships |           |               |       |
|--------------------------------------------------------------------------------------------------------|---------------|-----------|---------------|-------|
|                                                                                                        | Director      | 10% Owner | Officer       | Other |
| Mestre Eduardo G<br>C/O EVERCORE PARTNERS INC.<br>55 EAST 52ND STREET 38TH FLOOR<br>NEW YORK, NY 10055 |               |           | Vice Chairman |       |

## Signatures

/s/ Adam B. Frankel, as  
Attorney-in-fact

04/04/2008

                    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).

- Represents a re-allocation pursuant to the terms of the Evercore LP ("ELP") partnership agreement, as amended ("Agreement"), of unvested ELP limited partnership units that were forfeited on March 13, 2008, and not an increase in the total number of ELP partnership
- (1) units. ELP partnership units are, subject to certain vesting, transfer and other restrictions as set forth in the Agreement, exchangeable on a one-for-one basis for shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.
- (2) This report is being filed to correct the number of ELP limited partnership units previously reported.

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- ELP limited partnership units are, subject to certain restrictions in the ELP partnership agreement, exchangeable on a one-for-one basis
- (3) for shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.
- (4) These ELP limited partnership units are held by a grantor retained annuity trust of which Mr. Mestre is the investment trustee.

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.