

SCHLOSSTEIN RALPH
 Form 4
 May 26, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SCHLOSSTEIN RALPH

(Last) (First) (Middle)

C/O EVERCORE PARTNERS
 INC., 55 EAST 52ND STREET,
 43RD 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)
 05/21/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Shares of Class A common stock, par value \$0.01 per share	05/21/2009		A ⁽¹⁾⁽²⁾		900,000	A	⁽¹⁾ <u>(2)</u>
Shares of Class B common stock, par					1		D

value
\$0.01 per
share

Shares of
Class B
common
stock, par
value
\$0.01 per
share

1 I

Shares
held by
trust ⁽³⁾

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

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(9-02)

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

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. Transaction Code (Instr. 8)	5. Number of 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHLOSSTEIN RALPH C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET, 43RD FLOOR NEW YORK, NY 10055	X		President and CEO	

Signatures

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

05/26/2009

 **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).

900,000 shares of Class A common stock are restricted stock units which were granted to Mr. Schlosstein pursuant to the 2006 Evercore Partners Inc. (the "Company") Stock Incentive Plan. The RSUs vest on the 5th anniversary of the commencement of his employment with the Company, subject to (a) continuous employment through such date (or if prior to the 5th anniversary, Mr. Schlosstein's employment is

(1) terminated without Cause or for Good Reason or due to his death or Disability (as such terms are defined Mr. Schlosstein's employment agreement) and (b) the satisfaction of the following additional performance conditions: (i) 180,000 shares will be eligible to vest if the stock price closes at or above \$20 for 20 consecutive trading days at any time during the 5-year period following the start date; (ii) 180,000 shares will be eligible to vest if the stock price closes at or above \$25 (continued in footnote 2)

for 20 consecutive trading days at any time during the 5-year period following the start date; (iii) 180,000 shares will be eligible to vest if the stock price closes at or above \$30 for 20 consecutive trading days at any time during the 5-year period following the start date; (iv)

(2) 180,000 shares will be eligible to vest if the stock price closes at or above \$35 for 20 consecutive trading days at any time during the 5-year period following the start date; and (v) 180,000 shares will be eligible to vest if the stock price closes at or above \$40 for 20 consecutive trading days at any time during the 5-year period following the start date. Shares will be deliverable upon vesting and will be eligible for net settlement for withholding tax purposes. RSUs not previously settled in shares of Class A Common Stock are subject to forfeiture in the event of uncured material breach of the restrictive covenants.

This share of Class B common stock is held in trust for the benefit of Mr. Schlosstein's family. Mr. Schlosstein disclaims beneficial

(3) ownership of this share of Class B common stock and the filing of this report is not an admission that Mr. Schlosstein is the beneficial owner of this share of Class B common stock for the purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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