

Mestre Eduardo G  
 Form 4  
 December 13, 2011

**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 \*  
 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)  
 12/09/2011

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)  
 Vice Chairman

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Shares of Class A common stock, par value \$0.01 per share	12/09/2011		A <sup>(1)</sup>	104	A	\$ 0	212,918	D
Shares of Class A common stock, par value \$0.01	12/09/2011		A <sup>(2)</sup>	478	A	\$ 0	213,396	D

per share

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

12/09/2011 A<sup>(3)</sup> 435 A \$ 0 213,831 D

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

12/09/2011 A<sup>(4)</sup> 482 A \$ 0 214,313 D

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

1 D

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

Mestre Eduardo G  
C/O EVERCORE PARTNERS INC.  
55 EAST 52ND STREET, 38TH FLOOR  
NEW YORK, NY 10055

Vice Chairman

## Signatures

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

12/13/2011

\_\_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) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 28,392 unvested underlying RSUs awarded on March 3, 2008. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on March 3, 2008.

(2) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 65,451 unvested underlying RSUs awarded on February 9, 2009. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 9, 2009.

(3) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 59,525 unvested underlying RSUs awarded on February 4, 2010. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 4, 2010.

(4) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 66,045 unvested underlying RSUs awarded on February 4, 2011. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 4, 2011.

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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