

Evercore Partners Inc.  
Form 4  
April 30, 2008

**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 \*  
FRANKEL ADAM B

(Last) (First) (Middle)  
55 E. 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)  
04/29/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
General Counsel

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 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 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)                                                        | Code                                                                                | V                                                        | Amount                            | (D) | Price |

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

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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 Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. P... Der... |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|----------------------------------------------|----------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|----------------------------------------------|----------------|

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| (Instr. 3)                                           | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Instr. 3 and 4) | (Instr. 3 and 4) | (Instr. 3 and 4)    | (Instr. 3 and 4)   | (Instr. 3 and 4)                                                                        |                                        |
|------------------------------------------------------|------------------------------------|------------------|------------|---------------------------------------------------------------------|------------------|------------------|---------------------|--------------------|-----------------------------------------------------------------------------------------|----------------------------------------|
|                                                      |                                    |                  | Code       | V                                                                   | (A)              | (D)              | Date<br>Exercisable | Expiration<br>Date | Title                                                                                   | Amount<br>or<br>Number<br>of<br>Shares |
| Partnership<br>units of<br>Evercore<br>LP <u>(1)</u> | <u>(1)</u>                         | 04/29/2008       | A          |                                                                     | 2,077            |                  | <u>(2)</u>          | <u>(2)</u>         | Shares of<br>Class A<br>common<br>stock,<br>par value<br>\$0.01 per<br>share <u>(2)</u> | 2,077                                  |
| Partnership<br>units of<br>Evercore<br>LP <u>(1)</u> | <u>(1)</u>                         | 04/29/2008       | A          |                                                                     | 72               |                  | <u>(2)</u>          | <u>(2)</u>         | Shares of<br>Class A<br>common<br>stock,<br>par value<br>\$0.01 per<br>share <u>(2)</u> | 72                                     |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |                 |       |
|-------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                         | Director      | 10% Owner | Officer         | Other |
| FRANKEL ADAM B<br>55 E. 52ND STREET<br>38TH FLOOR<br>NEW YORK, NY 10055 |               |           | General Counsel |       |

## Signatures

/s/ Adam B. Frankel                      04/30/2008

                                                Date

\*\*Signature of 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).

(1) 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 April 22, 2008, and not an increase in the total number of ELP partnership 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.

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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

(2) for shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.

(3) These ELP limited partnership units are held by a grantor retained annuity trust of which Mr. Frankel 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.

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