

Mestre Eduardo G  
 Form 4  
 September 29, 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 \*  
 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)  
 09/17/2008

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)	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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying	8.
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Securities (Instr. 3 and 4)		
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Partnership units of Evercore LP <sup>(1)</sup>	<u>(1)</u>	09/17/2008	G <sup>(2)</sup>	V	6,450	<u>(1)</u>	<u>(1)</u>	Shares of Class A common stock, par value \$0.01 per share, 6,450
Partnership units of Evercore LP <sup>(1)</sup>	<u>(1)</u>	09/17/2008	G <sup>(3)</sup>	V	10,350	<u>(1)</u>	<u>(1)</u>	Shares of Class A common stock, par value \$0.01 per share, 10,350
Partnership units of Evercore LP <sup>(1)</sup>	<u>(1)</u>					<u>(1)</u>	<u>(1)</u>	Shares of Class A common stock, par value \$0.01 per share, 80,237

## 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  
 09/29/2008  
 \*\*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).

The Evercore LP partnership units are, subject to certain restrictions in the Evercore LP partnership agreement, exchangeable on a

- (1) one-for-one basis for shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock dividends and reclassifications.
- (2) Mr. Mestre has made a bona fide gift of these Evercore LP partnership units to The Taft School, an unaffiliated institution.
- (3) Mr. Mestre has made a bona fide gift of these Evercore LP partnership units to Cold Spring Harbor Laboratory, an unaffiliated not-for-profit institution.
- (4) These Evercore LP 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.

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