

Evercore Partners Inc.  
Form 4/A  
April 04, 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)  
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  
 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 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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(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> |  | 04/01/2008           | A               |   | 26,633 <sup>(2)</sup> |                             | <sup>(3)</sup>   | <sup>(3)</sup>  | Shares of Class A common stock, par value \$0.01 per share <sup>(3)</sup> | 26,633                     |
| Partnership units of Evercore LP <sup>(1)</sup> |  | 04/01/2008           | A               |   | 1,991 <sup>(2)</sup>  |                             | <sup>(3)</sup>   | <sup>(3)</sup>  | Shares of Class A common stock, par value \$0.01 per share <sup>(3)</sup> | 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

<sup>(1)</sup>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 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.
- (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.