FRANKEL ADAM B

Form 4

September 13, 2010

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

OMB Number:

3235-0287

0.5

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

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

burden hours per response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

(Month/Day/Year)

09/10/2010

5. Relationship of Reporting Person(s) to Issuer

FRANKEL ADAM B

Symbol

(Check all applicable)

(Last) (First) (Middle)

(Street)

(State)

3. Date of Earliest Transaction

Evercore Partners Inc. [EVR]

Director 10% Owner

C/O EVERCORE PARTNERS INC., 55 EAST 52ND STREET,

X_ Officer (give title Other (specify below) General Counsel

38TH FLOOR

(City)

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10055

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Securities	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature o
Security	(Month/Day/Year)	Execution Date, if	Transact	tionAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial

(Month/Day/Year)

(Zip)

(Instr. 3, 4 and 5)

nt of 6. Ownership 7. Nature of Form: Direct Indirect Beneficially (D) or Owned Indirect (I) **Following** (Instr. 4)

Ownership

(Instr. 4)

Reported (A) or

\$0

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Shares of

Class A common

 $A^{(1)}$ 09/10/2010 47 13,957

D

stock, par value \$0.01

per share

D 2

Shares of Class B common stock, par

value \$0.01

per share

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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9. Nu

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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. Transa Code (Instr. 5	Secu Acqu (A)	vative urities uired or posed O) tr. 3,		ate	Amor Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FRANKEL ADAM B C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET, 38TH FLOOR NEW YORK, NY 10055

General Counsel

Signatures

/s/ Adam B. Frankel, as
Attorney-in-Fact
09/13/2010

**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).

Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 8,819 unvested underlying RSUs (1) 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.

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.

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