

GREENHILL ROBERT F  
 Form 4  
 February 12, 2018

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**GREENHILL ROBERT F**

(Last) (First) (Middle)  
**GREENHILL & CO., INC., 300  
 PARK AVENUE**  
 (Street)

**NEW YORK, NY 10022**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**GREENHILL & CO INC [GHL]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**02/08/2018**

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)  
 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/08/2018		M		9,854	A	\$ 0
Common Stock	02/08/2018		F		4,820	D	\$ 18.4
Common Stock							989,524
Common Stock							239,680
							579,710

See Footnote (1)

See Footnote (2)



## Edgar Filing: GREENHILL ROBERT F - Form 4

These shares of Common Stock are directly owned by Greenhill Family Partnership, a Delaware Limited Partnership, of which Robert F. Greenhill is the general partner. Robert F. Greenhill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

- (2) These shares of Common Stock are directly owned by Riversville Aircraft Corporation II, a Delaware corporation, which is controlled by Robert F. Greenhill.

- (3) These shares of Common Stock are directly owned by Socatean Partners, a Connecticut general partnership of which Robert F. Greenhill is managing general partner. Robert F. Greenhill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

- (4) This restricted stock unit award was granted on January 30, 2013 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in equal increments on each of the first, second, third, fourth and fifth anniversaries of the date of grant (each, a vesting date) and are subject to payment within 75 days following each such vesting date. Each unit represents a right to receive one share of Common Stock or an amount equal to the market value of the Common Stock underlying the vested award on the applicable vesting date. Payment may be made in cash, shares of Common Stock or a combination thereof. On February 8, 2018, the fifth vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

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.