

Wyles David  
Form 4  
February 07, 2019

# 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 \*  
Wyles David

(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)

02/05/2019

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)

President

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)	(A) or (D)	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price		
Common Stock	02/05/2019		M		9,971	\$ 0	9,971	D
Common Stock	02/05/2019		F		4,687	\$ 25.21	5,284	D
Common Stock	02/05/2019		M		13,324	\$ 0	18,608	D
Common Stock	02/05/2019		F		6,263	\$ 25.21	12,345	D
Common Stock	02/05/2019		M		17,579	\$ 0	29,924	D

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Common Stock	02/05/2019	F	8,263	D	\$ 25.21	21,661	D
Common Stock	02/05/2019	M	10,508	A	\$ 0	32,169	D
Common Stock	02/05/2019	F	4,939	D	\$ 25.21	27,230	D
Common Stock	02/05/2019	M	11,584	A	\$ 0	38,814	D
Common Stock	02/05/2019	F	5,445	D	\$ 25.21	33,369	D
Common Stock	02/05/2019	S	33,369	D	\$ 25.08	0	D

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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Share
Restricted Stock Units	<u>(1)</u>	02/05/2019		M		<u>(1)</u> <u>(1)</u>	Common Stock 9,971
Restricted Stock Units	<u>(2)</u>	02/05/2019		M		<u>(2)</u> <u>(2)</u>	Common Stock 13,324
Restricted Stock Units	<u>(3)</u>	02/05/2019		M		<u>(3)</u> <u>(3)</u>	Common Stock 17,579
Restricted Stock Units	<u>(4)</u>	02/05/2019		M		<u>(4)</u> <u>(4)</u>	Common Stock 10,508
Restricted Stock	<u>(5)</u>	02/05/2019		M		<u>(5)</u> <u>(5)</u>	Common Stock 11,584



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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 5, 2019, the first vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

- This restricted stock unit award was granted on February 5, 2019 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in equal increments on each of the first, second, third and fourth anniversaries of the date of grant (each, a
- (6) 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.

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