Altman Roger C Form 5 February 02, 2011

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number:

January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires: 2005 Estimated average

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response... 1.0

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

(Last)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Altman Roger C Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

Evercore Partners Inc. [EVR]

(Check all applicable)

3. Statement for Issuer's Fiscal Year Ended (Middle)

(Month/Day/Year)

X Director _X__ Officer (give title

10% Owner Other (specify below)

C/O EVERCORE PARTNERS INC., Â 55 EAST 52ND STREET, 38TH FLOOR

(Street)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

12/31/2010

6. Individual or Joint/Group Reporting

(check applicable line)

Executive Chairman and Co-CEO

NEW YORK, NYÂ 10055

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

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security

(Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

4. Securities Transaction Code (Instr. 8)

Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned at end of Issuer's

Fiscal Year

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

or (Instr. 3 and 4) Amount (D) Price

(A)

SEC 2270 (9-02)

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

Transaction

5. Number of Derivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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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)		(Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Partnership units of Evercore LP (1)	Â	02/05/2010	Â	G(2)	Â	17,500	(1)	(1)	Shares of Class A common stock, par value \$0.01 per share	17,500
Partnership units of Evercore LP (1)	Â	04/22/2010	Â	G(2)	Â	7,800	(1)	(1)	Shares of Class A common stock, par value \$0.01 per share	7,800
Partnership units of Evercore LP (1)	Â	05/06/2010	Â	G(3)	Â	6,400	(1)	(1)	Shares of Class A common stock, par value \$0.01 per share	6,400
Partnership units of Evercore LP (1)	Â	09/03/2010	Â	G <u>(2)</u>	Â	9,000	(1)	(1)	Shares of Class A common stock, par value \$0.01 per share	9,000
Partnership units of Evercore LP (1)	Â	11/02/2010	Â	G <u>(2)</u>	Â	8,750	(1)	(1)	Shares of Class A common stock, par value \$0.01 per share	8,750
Partnership units of Evercore LP (1)	Â	12/13/2010	Â	G(3)	Â	11,200	(1)	(1)	Shares of Class A common stock, par value	11,200

\$0.01 per share Shares of Class A Partnership common units of Â Â \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} Â $\hat{\mathbf{A}}$ (1) stock, 1,000,6 Evercore par value $LP^{(1)}$ \$0.01 per share

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Altman Roger C

C/O EVERCORE PARTNERS INC.
55 EAST 52ND STREET, 38TH FLOOR
NEW YORK, NYÂ 10055

Relationships

Other

A X Â Executive Chairman and Co-CEO Â

Signatures

/s/ Adam B. Frankel, as
Attorney-in-fact
02/03/2011

Explanation of Responses:

**Signature of Reporting Person

- * 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).
- Evercore LP partnership units are, subject to certain restrictions in the Evercore LP partnership agreement, exchangeable on a one-to-one (1) basis for shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock dividends
- (2) Mr. Altman has made a bona fide gift of these Evercore LP partnership units to the Altman Kazickas Foundation, a not-for-profit institution.
- (3) Mr. Altman has made a bona fide gift of these Evercore LP partnership units to an unaffiliated not-for-profit institution.

Date

These Evercore LP units are held in trust for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of these partnership units, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of these partnership units for the purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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