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

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### ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

Altman Roger C

2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Symbol

Evercore Partners Inc. [EVR]

(Check all applicable)

(Last) (First) (Middle)

1. Name and Address of Reporting Person \*

3. Statement for Issuer's Fiscal Year Ended

\_X\_ Director 10% Owner Other (specify \_X\_\_ Officer (give title

(Month/Day/Year) 12/31/2010

below) below)

C/O EVERCORE PARTNERS

Executive Chairman and Co-CEO

INC., Â 55 EAST 52ND STREET, 38TH FLOOR

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

### NEW YORK, NYÂ 10055

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)

1.Title of

Security

(Instr. 3)

(State)

(Month/Day/Year)

(Zip)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities

5. Amount of Securities

6. Ownership Form: Direct (D) or

7. Nature of Indirect Beneficial

(Month/Day/Year)

Execution Date, if

Transaction Acquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Owned at end of Issuer's Fiscal Year

Indirect (I) Ownership (Instr. 4) (Instr. 4)

or Amount (D) Price

(A)

(Instr. 3 and 4)

Beneficially

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

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**SEC 2270** (9-02)

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

1. Title of 3. Transaction Date 3A. Deemed 6. Date Exercisable and 7. Title and Amount of 5. Number of Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date 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(2)	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(2)	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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