

Mestre Eduardo G  
 Form 5  
 February 02, 2011

# FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**Mestre Eduardo G**

(Last) (First) (Middle)

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

(Street)

**NEW YORK, NY 10055**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Evercore Partners Inc. [EVR]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2010**

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)  
 Vice Chairman

6. Individual or Joint/Group Reporting

(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) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying
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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)		Securities (Instr. 3 and 4)	
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Partnership units of Evercore LP <sup>(1)</sup>	Â	04/28/2010	Â	G <sup>(2)</sup>	Â 6,000	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Shares of Class A common stock, par value \$0.01 per share	6,000
Partnership units of Evercore LP <sup>(1)</sup>	Â	04/29/2010	Â	G <sup>(2)</sup>	Â 4,000	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Shares of Class A common stock, par value \$0.01 per share	4,000
Partnership units of Evercore LP <sup>(1)</sup>	Â	12/14/2010	Â	G <sup>(2)</sup>	Â 2,500	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Shares of Class A common stock, par value \$0.01 per share	2,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mestre Eduardo G C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET, 38TH FLOOR NEW YORK, NY 10055	Â	Â	Â Vice Chairman	Â

## Signatures

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

02/03/2011

\_\_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).

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 and reclassifications.

(2) Mr. Mestre has made a bona fide gift of these Evercore LP partnership units to an unaffiliated not-for-profit institution.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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