

ASPE PEDRO
Form 4
March 13, 2012

FORM 4

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

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ASPE PEDRO

(Last) (First) (Middle)

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. Date of Earliest Transaction
(Month/Day/Year)

02/20/2012

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)

Co-Chairman of the Board

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		
Shares of Class A common stock, par value \$0.01 per share	02/20/2012		F		112 ⁽¹⁾	D	\$ 28.73	121,098	D
Shares of Class A common stock, par value	03/09/2012		A ⁽²⁾		81	A	\$ 0	121,179	D

\$0.01 per
share

Shares of
Class A
common
stock, par
value

03/09/2012

A⁽³⁾

59

A

\$ 0

121,238

D

\$0.01 per
share

Shares of
Class A
common
stock, par
value

03/09/2012

A⁽⁴⁾

80

A

\$ 0

121,318

D

\$0.01 per
share

Shares of
Class A
common
stock, par
value

03/09/2012

A⁽⁵⁾

8

A

\$ 0

121,326

D

\$0.01 per
share

Shares of
Class A
common
stock, par
value

03/09/2012

A⁽⁶⁾

177

A

\$ 0

121,503

D

\$0.01 per
share

Shares of
Class A
common
stock, par
value

03/09/2012

A⁽⁷⁾

40

A

\$ 0

121,543

D

\$0.01 per
share

Shares of
Class B
common
stock, par
value

1

D

\$0.01 per
share

Shares of
Class B
common

1

I

Share held
by trust. ⁽⁸⁾

stock, par
value
\$0.01 per
share

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ASPE PEDRO 55 EAST 52ND STREET, 38TH FLOOR NEW YORK, NY 10055	X Co-Chairman of the Board

Signatures

/s/ Adam B. Frankel, as
Attorney-in-Fact 03/13/2012

__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).

(1) These shares were surrendered to Evercore Partners Inc. for the payment of taxes in connection with the vesting of a previously granted restricted stock unit award.

(2)

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Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 10,909 unvested underlying RSUs awarded on February 9, 2009. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 9, 2009.

- (3) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 7,937 unvested underlying RSUs awarded on February 4, 2010. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 4, 2010.

- (4) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 10,769 unvested underlying RSUs awarded on February 4, 2011. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 4, 2011.

- (5) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 1,083 unvested underlying RSUs awarded on February 18, 2011. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 18, 2011.

- (6) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 23,985 unvested underlying RSUs awarded on February 6, 2012. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 6, 2012.

- (7) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 5,386 unvested underlying RSUs awarded on February 15, 2012. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 15, 2012.

- (8) This share of Class B common stock is held in trust for the benefit of certain directors and employees of Protego. Mr. Aspe disclaims beneficial ownership of this share of Class B common stock for purposes of Section 16 or any other purpose.

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

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