

HILTZ WILLIAM
Form 3
February 12, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â HILTZ WILLIAM
(Last) (First) (Middle)

55 E. 52ND STREET,Â 38TH FLOOR

(Street)

NEW YORK,Â NYÂ 10055

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
02/09/2009

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Senior Managing Director

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Shares of Class A common stock, par value \$0.01 per share

84,410 ⁽¹⁾

D ⁽¹⁾ Â

Shares of Class B common stock, par value \$0.01 per share

1

D Â

Shares of Class B common stock, par value \$0.01 per share

1

I Shares held by trust ⁽²⁾

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Partnership units of Evercore LP ⁽³⁾	Â ⁽³⁾	Â ⁽³⁾	Shares of Class A common stock, par value \$0.01 per share	1,118,705 \$ ⁽³⁾	D	Â
Partnership units of Evercore LP ⁽³⁾	Â ⁽³⁾	Â ⁽³⁾	Shares of Class A common stock, par value \$0.01 per share	83,418 \$ ⁽³⁾	I	Partnership units held by trust ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILTZ WILLIAM 55 E. 52ND STREET 38TH FLOOR NEW YORK, NY 10055	Â	Â	Â Senior Managing Director	Â

Signatures

/s/ Adam B. Frankel,
as-attorney-in fact

02/12/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 84,410 shares of Class A common stock are restricted stock units which were granted to Mr. Hiltz pursuant to the 2006 Evercore Partners Inc. Stock Incentive Plan.
- (2) These share are held by a grantor retained annuity trust of which Mr. Hiltz is the investment trustee.
- (3) Evercore LP units are, subject to certain restrictions in the Evercore LP partnership agreement, exchangeable on a one-for-one basis for shares of Evercore Partnership Inc. Class A common stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.

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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