

BOK SCOTT L
Form 4
January 31, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BOK SCOTT L

(Last) (First) (Middle)
GREENHILL & CO., INC., 300
PARK AVENUE
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GREENHILL & CO INC [GHL]

3. Date of Earliest Transaction
(Month/Day/Year)
01/29/2013

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)
Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	11/30/2012		G ⁽¹⁾	V	82,000	D	\$ 0	125,047 ⁽²⁾	D
Common Stock	11/30/2012		G ⁽³⁾	V	25,000	D	\$ 0	100,047	D
Common Stock	01/29/2013		M		5,833	A	\$ 0	105,880	D
Common Stock	01/29/2013		F		2,405	D	\$ 58.88	103,475	D
Common Stock	01/29/2013		M		2,549	A	\$ 0	106,024	D

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Common Stock	01/29/2013	F	1,096	D	\$ 58.88	104,928	D		
Common Stock	01/29/2013	M	4,583	A	\$ 0	109,511	D		
Common Stock	01/29/2013	F	1,882	D	\$ 58.88	107,629	D		
Common Stock	11/30/2012	G ⁽³⁾	V	25,000	A	\$ 0	25,000	I	By Bok Family Partners L.P.
Common Stock						43,104	I	By grantor retained annuity trust ⁽⁴⁾	

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 or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(5)</u>	01/29/2013		M	5,833	<u>(5)</u>	<u>(5)</u>	Common Stock	5,833
Restricted Stock Units	<u>(6)</u>	01/29/2013		M	2,549	<u>(6)</u>	<u>(6)</u>	Common Stock	2,549
Restricted Stock Units	<u>(7)</u>	01/29/2013		M	4,583	<u>(7)</u>	<u>(7)</u>	Common Stock	4,583

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOK SCOTT L GREENHILL & CO., INC. 300 PARK AVENUE NEW YORK, NY 10022	X		Chief Executive Officer	

Signatures

/s/ Gavin D. Solotar, Attorney-in-Fact for Scott L. Bok 01/31/2013

**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) On November 30, 2012, the reporting person made a gift of 82,000 shares of Greenhill & Co. Inc. common stock to the Bok Family Foundation. The reporting person expressly disclaims beneficial ownership of the shares held by the Bok Family Foundation.
- (2) The total amount of shares shown includes 131,896 shares of Greenhill & Co. Inc. transferred by the grantor retained annuity trust to the reporting person on April 25, 2012 pursuant to the terms of such trust.

- (3) On November 30, 2012, the reporting person made a gift of 25,000 shares of Greenhill & Co. Inc. common stock to Bok Family Partners L.P., a Delaware limited partnership, of which the reporting person is the general partner. Scott L. Bok disclaims beneficial ownership of securities owned by Bok Family Partners L.P. except to the extent of his pecuniary interest therein.

- (4) On April 25, 2011, the reporting person contributed 175,000 shares of Greenhill & Co. Inc. common stock to a grantor retained annuity trust for the benefit of himself and his two children, of which 131,896 shares reverted back to the reporting person on April 25, 2012 pursuant to the terms of such trust.

- (5) This restricted stock unit award was granted on January 30, 2008 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in equal increments on each of the first, second, third, fourth and fifth anniversaries of the date of grant (each, a vesting date) and are subject to payment within 75 days following each such vesting date. Each unit represents a right to receive one share of Common Stock or an amount equal to the market value of the Common Stock underlying the vested award on the applicable vesting date. Payment may be made in cash, shares of Common Stock or a combination thereof. On January 29, 2013, the fifth vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

- (6) This restricted stock unit award was granted on January 28, 2009 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in equal increments on each of the first, second, third, fourth and fifth anniversaries of the date of grant (each, a vesting date) and are subject to payment within 75 days following each such vesting date. Each unit represents a right to receive one share of Common Stock or an amount equal to the market value of the Common Stock underlying the vested award on the applicable vesting date. Payment may be made in cash, shares of Common Stock or a combination thereof. On January 29, 2013, the fourth vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

- (7) This restricted stock unit award was granted on January 27, 2010 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in equal increments on each of the first, second, third, fourth and fifth anniversaries of the date of grant (each, a vesting date) and are subject to payment within 75 days following each such vesting date. Each unit represents a right to receive one share of Common Stock or an amount equal to the market value of the Common Stock underlying the vested award on the applicable vesting date. Payment may be made in cash, shares of Common Stock or a combination thereof. On January 29, 2013, the third vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

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