

Altman Roger C
Form 5
January 30, 2012

FORM 5

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

OMB APPROVAL

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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 *
Altman Roger C

(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)
12/31/2011

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)
Executive Chairman and Co-CEO

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) | 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) |
|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Shares of Class A common stock, par value \$0.01 per share | 02/28/2011 | ^ | G ⁽¹⁾ | 29,000 D \$ 0 | 354,417 | D | ^ |
| Shares of Class A common | 03/25/2011 | ^ | G ⁽¹⁾ | 14,750 D \$ 0 | 339,667 | D | ^ |

stock, par value \$0.01 per share

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

05/03/2011 Â G⁽¹⁾ 14,000 D \$ 0 325,667 D Â

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

06/24/2011 Â G⁽²⁾ 7,625 D \$ 0 318,042 D Â

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

10/31/2011 Â G⁽¹⁾ 10,700 D \$ 0 307,342 D Â

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

Â Â Â Â Â Â 1 D Â

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

Â Â Â Â Â Â 1 I Shares held in trust ⁽⁴⁾

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

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| | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------------------------|-----|-----|------------------|-----------------|------------------|--|
| Partnership units of Evercore LP | | | | | | Shares of Class A common stock, par value \$0.01 per share 750,649 |
| Partnership units of Evercore LP | | | 02/07/2011 | | G ⁽⁵⁾ | Shares of Class A common stock, par value \$0.01 per share 15,000 |
| Partnership units of Evercore LP | | | 12/27/2011 | | G ⁽⁶⁾ | Shares of Class A common stock, par value \$0.01 per share 33,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| Altman Roger C C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET, 38TH FLOOR NEW YORK, NY 10055 | X | | | Executive Chairman and Co-CEO |

Signatures

/s/ Adam B. Frankel, as
Attorney-in-Fact
01/30/2012
**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) Mr. Altman has made a bona fide gift of these shares of Class A common stock to the Altman Kazickas Foundation, a not-for-profit institution.
 - (2) Mr. Altman has made a bona fide gift of these shares of Class A common stock to an unaffiliated not-for-profit institution.
 - (3) Evercore LP partnership units are, subject to certain restrictions in the Evercore LP partnership agreement, exchangeable on a one-to-one basis for shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock dividends

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and reclassifications.

- 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.
- (4) 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.
 - (5) Mr. Altman has made a bona fide gift of these Evercore LP partnership units to the Altman Kazickas Foundation, a not-for-profit institution.
 - (6) Mr. Altman 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. 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.