

SCHLOSSTEIN RALPH

Form 4

March 12, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHLOSSTEIN RALPH

(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. Date of Earliest Transaction
(Month/Day/Year)
03/08/2013

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)
President and CEO

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. 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)	
			Code	V	Amount (A) or (D)	Price		
Shares of Class A common stock, par value \$0.01 per share	03/08/2013		A ⁽¹⁾	57	A	\$ 0	1,128,118	D
Shares of Class A common stock, par value \$0.01	03/08/2013		A ⁽²⁾	110	A	\$ 0	1,128,228	D

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per share

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

03/08/2013

A⁽³⁾

78

A

\$ 0

1,128,306

D

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

03/08/2013

A⁽⁴⁾

262

A

\$ 0

1,128,568

D

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

03/08/2013

A⁽⁵⁾

110

A

\$ 0

1,128,678

D

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

03/08/2013

A⁽⁶⁾

255

A

\$ 0

1,128,933

D

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

03/08/2013

A⁽⁷⁾

266

A

\$ 0

1,129,199

D

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

1

D

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

1

I

Share held
in trust. (8)

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Reported Transaction (Instr. 10)
				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
SCHLOSSTEIN RALPH C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET, 38TH FLOOR NEW YORK, NY 10055	X President and CEO

Signatures

/s/ Adam B. Frankel, as
Attorney-in-Fact 03/12/2013

__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).

Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 11,023 unvested underlying RSUs
(1) 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.

Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 21,537 unvested underlying RSUs
(2) 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.

Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 15,161 unvested underlying RSUs
(3) 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.

(4)

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Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 51,397 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.

- (5) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 21,541 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.

- (6) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 50,000 unvested underlying RSUs awarded on January 29, 2013. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on January 29, 2013.

- (7) Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 52,150 unvested underlying RSUs awarded on February 12, 2013. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 12, 2013.

- (8) This share of Class B common stock is held in trust for the benefit of Mr. Schlosstein's family. Mr. Schlosstein disclaims beneficial ownership of this share of Class B common stock and the filing of this report is not an admission that Mr. Schlosstein is the beneficial owner of this share of Class B common stock for the 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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