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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPF	ROVAL
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1. Nume and Address of Reporting Ferson		n*	2. Issuer Name and Ticker or Trading Symbol Evercore Partners Inc. [EVR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
SCHLOSSTEIN RALPH				X	Director	10% Owner			
,				x	Officer (give title	Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2012		below)	,			
C/O EVERCOR	E PARTNERS IN	C.	02/06/2012	President and CEO					
55 EAST 52ND	STREET, 38TH F	LOOR							
			4. If Amendment, Date of Original Filed (Month/Day/Year)		idual or Joint/Group Filing	(Check Applicable			
(Street)				Line)					
NEW YORK	NY	10055			Form filed by One Repo	orting Person			
					Form filed by More than Person	One Reporting			
(City)	(State)	(Zip)			FEISUI				

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)					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Shares of class A common stock, par value \$0.01 per share	02/06/2012		A ⁽¹⁾		68,529	A	\$ <mark>0</mark>	1,078,428	D		
Shares of class A common stock, par value \$0.01 per share	02/06/2012		F		9,284 ⁽²⁾	D	\$29.185	1,069,144	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	Ι	Share held in trust. ⁽³⁾	

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. Transa Code (8)		of Ex		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Restricted stock units, which vest in four equal installments beginning on the first anniversary of the grant date.

2. These shares were surrendered to Evercore Partners Inc. for the payment of taxes in connection with the vesting of previously granted restricted stock unit awards.

3. 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.

<u>/s/ Adam B. Frankel, as</u> <u>Attorney-in-Fact</u>

** Signature of Reporting Person

son Date

02/08/2012

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.