FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

<b>STATEMENT</b>	<b>OF CHANGES</b>	IN BENEFICIAL	<b>OWNERSHIP</b>

OWR APPRO	JVAL				
OMB Number:	3235-0287				
Estimated average burd	en				
hours per response:	0.5				

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

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

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1. Name and Address of Reporting Person*  Mestre Eduardo G														5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  V Officer (give title Other (specify					
(Last) (First) (Middle) C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET, 43RD FLOOR					3. Date of Earliest Transaction (Month/Day/Year) 05/23/2007									below) Vice Chairman			респу		
(Street) NEW YORK NY 10055				_   4.	4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting					
(S	tate)	(Zip)												Person					
	Tal	ble I - N	on-Der	ivativ	e Se	curi	ties Ac	quired	l, Di	sposed o	f, or Be	neficial	ly C	Owned					
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)							)	Securities Beneficially Owned Following			7. Nature of Indirect Beneficial Ownership (Instr. 4)				
							Code	v	Amount	nt (A) or Pric			Transaction(s) (Instr. 3 and 4)				,		
Shares of Class A common stock, par value \$0.01 per share			05/23	3/2007	2007		С		162,403	A	(1) 16		162,403		I :	Shares held by a trust <sup>(2)</sup>			
Shares of Class A common stock, par value \$0.01 per share			05/23	3/2007	2007		S <sup>(3)</sup>		162,403	D	\$27.9513		0		I :	Shares held by a trust <sup>(2)</sup>			
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 by a trust <sup>(4)</sup>	
		Table II											/ Ov	vned					
2. Conversion or Exercise Price of Derivative Security	Conversion Date Execution Date, If any Corice of Perivative (Month/Day/Year)						6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		D S	erivative ecurity	9. Number of derivative Securities Beneficially Owned Following Reported		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amount or Number of Shares	5						
(5)								(5)	,	(5)	Shares of Class A common stock, par value \$0.01 per share	847,764	4		847,7	64	D		
(5)	05/23/2007			С			162,403	(5)	)	(5)	Shares of Class A common stock, par value \$0.01 per share	162,403	3	(1)	261,4	77	I	Partnership units held by trust <sup>(6)</sup>	
	Eduardo  (FERCORE P. CERCORE P. C	Eduardo G  (First)  ERCORE PARTNERS INC.  52ND STREET, 43RD FL  DRK NY  (State)  Tal  Security (Instr. 3)  Class A common stock, parshare  Class B common stock, parshare  Class B common stock, parshare  Class B common stock, parshare  2.  Conversion or Exercise Price of Derivative Security  (Month/Day/Year)	(First) (Middle) (ERCORE PARTNERS INC. 152ND STREET, 43RD FLOOR  DRK NY 10055  (State) (Zip)  Table I - N  Security (Instr. 3)  Class A common stock, par value share  Class B common stock, par value share  Class B common stock, par value share  Table II  2. Conversion or Exercise Price of Derivative Security  (Month/Day/Year)  (5)	Class A common stock, par value share   Class B common stock, par value share   Clas	(First) (Middle)  (First) (Mid	Everon   Security (Instr. 3)   Security (Instr. 4)   Security (I	Eduardo G  (First) (Middle) ERCORE PARTNERS INC.  SEND STREET, 43RD FLOOR  Table I - Non-Derivative Securit (Month/Day/Year)  Class A common stock, par value share  Class B common stock, par value share  Table II - Derivative Securiti (e.g., puts, calls, we share  Table II - Derivative Securiti (e.g., puts, calls, we share  Table II - Derivative Securiti (e.g., puts, calls, we share  Conversion or Exercise Price of Date (Month/Day/Year)  Conversion of Exercise Price of Derivative Security (Month/Day/Year)  (Security)  (Solution of Exercise Price of Date (Boundary Control of Exercise Price of Derivative Security (Month/Day/Year)  (Solution of Exercise Price of Date (Boundary Control of Exercise Price of Derivative Security (Month/Day/Year)  (Solution of Exercise Price of Date (Boundary Control	Eduardo G	Evercore Partners Inc.	Eduardo G  (First) (Middle)  ERCORE PARTNERS INC.  SERVENTEET, 43RD FLOOR  Table I - Non-Derivative Securities Acquired, Diate (Month/Day/Year)  Security (Instr. 3)  Table I - Non-Derivative Securities Acquired, Diate (Month/Day/Year)  Security (Instr. 3)  Class A common stock, par value share  Class B common stock, par value share  Table II - Derivative Securities Acquired, Diate (e.g., puts, calls, warrants, options, fary language)  Table II - Derivative Securities Acquired, Diate (e.g., puts, calls, warrants, options, fary language)  Table II - Derivative Securities Acquired (Month/Day/Year)  Class B common stock, par value share  Table II - Derivative Securities Acquired (Month/Day/Year)  Security  Table II - Derivative Securities Acquired (Month/Day/Year)  Securities Acquired (Month/Day/Year)  Conversion Date of Original File  3. Date of Earliest Transaction (Month Day Code Instr. Securities Acquired, Diate of Code Instr. Securities Acquired (A) (Month/Day/Year)  Code IV (A) (D) Date Exercisable  (S) Lariasaction Securities Acquired (A) or Disposed of (D) (Instr. Securities Acquired (A) or Disposed of (D)	Evercore Partners Inc. [EVR]  (First) (Middle) (STATE CORE PARTNERS INC. (Month/Day/Year) (Month/Day/Y	Eduardo G  (First) (Middle) CRCORE PARTNERS INC.  52ND STREET, 43RD FLOOR  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Share  (Month/Day/Year)  Class A common stock, par value share  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Share  Class B common stock, par value share  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Share  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Share  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Share  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Share  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Share  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Share  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Share  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Share  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Share  Class B common stock, par value Share  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Share Shar	Eduardo G  (First) (Middle) GRCORE PARTNERS INC.  SZND STREET, 43RD FLOOR  4. If Amendment, Date of Original Filed (Month/Day/Year)  OS(23/2007)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Part (Month/Day/Year)  Security (Instr. 3)  Zamasaction Date (Month/Day/Year)  OS(23/2007)  Table I - Non-Derivative Securities Acquired, Disposed of (Original Filed (Month/Day/Year)  Security (Instr. 3)  Zamasaction Date (Month/Day/Year)  OS(23/2007)  Class A common stock, par value share  Class A common stock, par value  Share  Table II - Derivative Securities Acquired, Disposed of (Original Filed (Month/Day/Year)  OS(23/2007)  Class B common stock, par value  Share  Table II - Derivative Securities Acquired, Disposed of (Original Filed (Month/Day/Year)  OS(23/2007)  Samasaction Date (Month/Day/Year)  Sign I 162,403 D \$27.95  Class B common stock, par value  Share  Table II - Derivative Securities Acquired, Disposed of, or Beneficially (Leg., puts, calls, warrants, options, convertible securities)  Class B common stock, par value  Share  Table II - Derivative Securities Acquired, Disposed of, or Beneficially (Leg., puts, calls, warrants, options, convertible securities)  Conversion Date (Leg., puts, calls, warrants, options, convertible securities)  Conversion Date (Month/Day/Year)  OS(23/2007)  OS(23/2007	Eduardo G  (First) (Middle) (First) (Mid	Evercore Partners Inc. [EVR] (Check all application (Check all appli	Evercore Partners Inc.   Ever   Substitution   Every   Every	Eduardo G  (First) (Madelle) (	Everone Partners Inc.   EVR	

## **Explanation of Responses:**

- 1. Shares of Class A common stock were acquired upon exchange of Evercore LP partnership units, in accordance with the Evercore LP partnership agreement.
- 2. These shares of Class A common stock are held by a grantor retained annuity trust of which Mr. Mestre is the investment trustee.
- 3. Sale by reporting person pursuant to an underwritten public offering.
- 4. This share of Class B common stock is held by a grantor retained annuity trust of which Mr. Mestre is the investment trustee.
- 5. Evercore LP partnership units are, subject to certain restrictions in the Evercore LP partnership agreement, exchangeable on a one-for-one basis for shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.
- 6. These Evercore LP partnership units are held by a grantor retained annuity trust of which Mr. Mestre is the investment trustee.

\*\* Signature of Reporting Person

Date

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.

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