FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

l	OMB APPRO	VAL
	OMB Number:	3235-0287
l	Estimated average burd	en
l	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*				2. Issuer Name and Ticker or Trading Symbol Evercore Partners Inc. [EVR]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
<u>Altman Roger C</u>					[[X Dir		ctor	10% C	Owner		
(Last)	(Fi	•	(Middle)							action (Month/Day/Year)					X	Officer (give title below)		below		
C/O EVE	RCORE PA	ARTNERS INC.			02/	02/04/2011									Executive Chairman and Co-CEO					
55 EAST 52ND STREET, 38TH FLOOR														_						
(Street) NEW YC	ORK N	Y :	10055			Ame 08/2		Date o	of Origina	al File	d (Month/Da	ay/Yea	ar)		6. Indiv Line) X	Forn	n filed by One	Filing (Check A Reporting Perse than One Rep	son	
(City)	(St	ate)	(Zip)													Pers	on			
		Tab	le I - No	n-Deriv	ative	Sec	curitie	s Ac	quired	, Dis	sposed o	f, oı	r Ben	efic	ially	Owne	ed			
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) o Disposed Of (D) (Instr. 3, 4 a				and 5) Secu Bene Own		ficially ed Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership				
							Code	v	Amount		A) or D)	Price		Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)			
Shares of \$0.01 per		mmon stock, pa	r value	02/04/	2011				A ⁽¹⁾		58,867 ⁽⁴	1)	A	\$	S <mark>O</mark>	3	92,882	D		
Shares of \$0.01 per		mmon stock, pa	r value	02/04/	2011				F		21,114 ⁽²	2)	D	\$34	.825	3'	71,768	D		
Shares of \$0.01 per		mmon stock, pai	value														1	D		
Shares of \$0.01 per		nmon stock, pai	mon stock, par value					I	Shares held by trust ⁽³⁾											
		Ta	able II -								osed of, onvertib					wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Dat if any (Month/Day/Yo	on Date,	ate, Transac Code (Ir		5. Nu of Deriv Secu Acqu (A) oi Dispo of (D) (Instr	ative rities ired osed	6. Date Exerci Expiration Dat (Month/Day/Ye		te	7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		ı	Deri Seci (Inst	ivative curity ctr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				c	Code	ode V	(A)	(D)	Date Exercisable		Expiration Date	Title	or Nu of	nount mber ares						

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 a previously granted restricted stock unit award.
- 3. This share of Class B common stock is held in trust for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of this share of Class B common stock, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of this share of Class B common stock for the purposes of Section 16 or any other purpose.
- 4. This amendment is being filed to correctly report the number of shares acquired.

/s/ Adam B. Frankel, as 02/17/2011 Attorney-in-Fact

** 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.

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.