

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>FRANKEL ADAM B</u> (Last) (First) (Middle) <u>C/O EVERCORE PARTNERS INC.</u> <u>55 EAST 52ND STREET, 38TH FLOOR</u> (Street) <u>NEW YORK NY 10055</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Evercore Partners Inc. [EVR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/09/2012</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 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			

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 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					
Partnership units of Evercore LP ⁽¹⁾	(1)	02/09/2012		A		532		(2)	(2)	Shares of Class A common stock, par value \$0.01 per share	(1)	79,923	D	

Explanation of Responses:

- Represents a re-allocation pursuant to the terms of the Evercore LP ("ELP") partnership agreement, as amended ("Agreement"), of unvested ELP limited partnership units that were forfeited on January 3, 2012 and not an increase in the total number of ELP partnership units. ELP partnership units are, subject to certain vesting, transfer and other restrictions as set forth in the 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.
- ELP limited partnership units are, subject to certain restrictions in the ELP 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.

/s/ Adam B. Frankel 02/10/2012

** 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.