FORM 4

obligations may continue. See

Instruction 1(b)

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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>ASPE PEDRO</u>						2. Issuer Name <b>and</b> Ticker or Trading Symbol  Evercore Partners Inc. [ EVR ]									elationsh eck all ap X Dire	plicable)	g Person(s) to Is	
(Last) (First) (Middle) 55 EAST 52ND STREET, 38TH FLOOR						3. Date of Earliest Transaction (Month/Day/Year) 12/10/2010									^ belo	•	Other below) n of the Board	
(Street) NEW YORK NY 10055					4. If Amendment, Date of Original Filed (Month/Day/Year)								Line	ndividual or Joint/Group Filing (Check Applicable e)  X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(St		(Zip)															
Table I - Non-Deriv  1. Title of Security (Instr. 3)  2. Trans. Date (Month/I					action		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transa	3. Transaction Code (Instr.		4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)			5. Amount of		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		action(s) 3 and 4)		
Shares of Class A common stock, par value \$0.01 per share					12/10/2010				A <sup>(1)</sup>		104		A	\$0	9	00,600	D	
Shares of Class A common stock, par value \$0.01 per share				12/10/2010				A <sup>(2)</sup>		179		A	\$0	9	00,779	D		
Shares of Class A common stock, par value \$0.01 per share				12/10/2010				A <sup>(3)</sup>		87		A	\$0	9	00,866	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	Shares held by trust. <sup>(4)</sup>
	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. Deeme Execution if any (Month/Da	Date, Transac Code (Ir			on of		6. Date Exercisa Expiration Date (Month/Day/Yea		•	Amo Seci Und Deri Seci	7. Title and Amount of Securities Underlying Derivative Security (Inst and 4)		Price of Perivative Security Instr. 5)	ive derivative y Securities	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisal	ble E	Expiration Date	Title	or Nun of	ber				

## **Explanation of Responses:**

- 1. Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 19,013 unvested underlying RSUs awarded on March 3, 2008. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on March 3, 2008.
- 2. Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 32,726 unvested underlying RSUs awarded on February 9, 2009. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 9, 2009.
- 3. Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 15,874 unvested underlying RSUs 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.
- 4. This share of Class B common stock is held in trust for the benefit of certain directors and employees of Protego. Mr. Aspe disclaims beneficial ownership of this share of Class B common stock for purposes of Section 16 or any other purpose.

/s/ Adam B. Frankel, as 12/13/2010 Attorney-in-Fact

Date

\*\* Signature of Reporting Person

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.