

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0362
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- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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>Altman Roger C</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman and Co-CEO</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Shares of Class A common stock, par value \$0.01 per share	02/28/2011		G <sup>(1)</sup>	29,000	D	\$0	354,417	D	
Shares of Class A common stock, par value \$0.01 per share	03/25/2011		G <sup>(1)</sup>	14,750	D	\$0	339,667	D	
Shares of Class A common stock, par value \$0.01 per share	05/03/2011		G <sup>(1)</sup>	14,000	D	\$0	325,667	D	
Shares of Class A common stock, par value \$0.01 per share	06/24/2011		G <sup>(2)</sup>	7,625	D	\$0	318,042	D	
Shares of Class A common stock, par value \$0.01 per share	10/31/2011		G <sup>(1)</sup>	10,700	D	\$0	307,342	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 in 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. 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)	
					(A)	(D)	Date Exercisable	Expiration Date						
Partnership units of Evercore LP	(3)						(3)	(3)	Shares of Class A common stock, par value \$0.01 per share	750,649	750,649	I	Shares held in trust <sup>(4)</sup>	
Partnership units of Evercore LP	(3)	02/07/2011		G <sup>(5)</sup>		15,000	(3)	(3)	Shares of Class A common stock, par value \$0.01 per share	15,000	(3)	630,671	D	

**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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Partnership units of Evercore LP	(3)	12/27/2011		G <sup>(6)</sup>		33,500	(3)	(3)		Shares of Class A common stock, par value \$0.01 per share	33,500	(3)	597,171	D	

**Explanation of Responses:**

- Mr. Altman has made a bona fide gift of these shares of Class A common stock to the Altman Kazickas Foundation, a not-for-profit institution.
- Mr. Altman has made a bona fide gift of these shares of Class A common stock to an unaffiliated not-for-profit institution.
- Evercore LP partnership units are, subject to certain restrictions in the Evercore LP partnership agreement, exchangeable on a one-to-one basis for shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock dividends and reclassifications.
- These Evercore LP units are held in trust for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of these partnership units, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of these partnership units for the purposes of Section 16 or any other purpose.
- Mr. Altman has made a bona fide gift of these Evercore LP partnership units to the Altman Kazickas Foundation, a not-for-profit institution.
- Mr. Altman has made a bona fide gift of these Evercore LP partnership units to an unaffiliated not-for-profit institution.

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

01/30/2012

\*\* 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.**