

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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.

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0362
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1. Name and Address of Reporting Person* <u>BEUTNER AUSTIN M</u>  (Last) (First) (Middle) <u>C/O EVERCORE PARTNERS INC.</u> <u>55 EAST 52ND STREET, 43RD 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>President, Co-CEO, CIO</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>08/15/2007</u>	

**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			

**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	(1)						(1)	(1)	Shares of Class A common stock, par value \$0.01 per share	2,504,731 <sup>(1)</sup>		2,504,731 <sup>(2)</sup>	D	
Partnership units of Evercore LP	(1)	08/15/2007		G		527,274	(1)	(1)	Shares of Class A common stock, par value \$0.01 per share	527,274	(1)	0	I	See footnote <sup>(3)</sup>
Partnership units of Evercore LP	(1)	08/15/2007		G		527,274	(1)	(1)	Shares of Class A common stock, par value \$0.01 per share	527,274	(1)	527,274	I	See footnote <sup>(3)</sup>

**Explanation of Responses:**

- The 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.
- Amount reflects annuity payments to Mr. Beutner in October 2006 of 41,732 Evercore LP partnership units and in August 2007 of 42,621 Evercore LP partnership units all previously held by a grantor retained annuity trust of which Mr. Beutner was the investment trustee.
- These Evercore LP partnership units were previously held by a grantor retained annuity trust of which Mr. Beutner was the investment trustee and were transferred to a trust, of which Mr. Beutner is a trustee, for the benefit of Mr. Beutner's family. Mr. Beutner disclaims beneficial ownership of these partnership units except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that Mr. Beutner is the beneficial owner of these partnership units for the purposes of Section 16 or any other purpose.

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

02/14/2008

\*\* 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.