FORM 4

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<tr><td></td><td colspan="2">UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549</td><td>OMB APPROVAL</td></tr>
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		OMB Number:	3235-0287
		Estimated average burden	
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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

1. Name and Address of Reporting Person* Pensa Paul	2. Issuer Name **and** Ticker or Trading Symbol Evercore Partners Inc. [EVR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last)　　　(First)　　　(Middle) C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET 38TH FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 06/11/2010	Director　　　　　　　　10% Owner X　Officer (give title　　Other (specify below)　　　　　　below) Contr.,Principal Acct. Officer
(Street) NEW YORK　　NY　　　10055	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X　Form filed by One Reporting Person 　　Form filed by More than One Reporting Person
(City)　　　(State)　　　(Zip)		

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			
Shares of Class A common stock, par value $.01 per share	06/11/2010		A[(1)]		7	A	$0	16,123	D	
Shares of Class A common stock, par value $.01 per share	06/11/2010		A[(2)]		5	A	$0	16,128	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 1,236 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.

2. Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 865 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.

/s/ Adam B. Frankel, as Attorney-in-Fact　　　　　06/14/2010

** 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.

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