## FORM 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

OMB APPROVAL								
OMB Number: 3235-0362								
Estimated average burden								

Check	this box if no lo	nger subject to				wasni	ngton, D.C	20549						OMB APP	ROV	AL		
U obligati	n 16. Form 4 or tions may contin ction 1(b).	Form 5 ue. See	ANNUA	AL STAT	ΕM			IANGES	IN BI	ENEFI	CIA	L	11 -	Number:		235-0362		
	3 Holdings Repo	orted.	OWNERSHIP									ll l	Estimated average burden hours per response: 1.0					
_	4 Transactions F		Fi					ecurities Exch										
$\vdash$		Reporting Person*				,		nt Company <i>A</i> ding Symbol	ACT OF 194	0	5. Re	elationship o	f Reporting	n Person(s)	to Issue	er		
1	<u>1 Roger C</u>	Reporting Person					rs Inc.				(Che	ck all applica	able)					
					X Director  V Officer (gi									10% Owner ive title Other (specify				
(Last)	,	,	(Middle)		3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) below)								ve Chair	below) e Chairman and Co-CEO				
1		ARTNERS INC. REET, 38TH FLO	OOR		010							LACCUI	ve Chair	nun unu C	O CL			
				4. If Amer	ndme	nt, Date	of Original	Filed (Month	/Day/Yea	r)		dividual or Jo	oint/Group	Filing (Che	k Appl	licable		
(Street)  NEW YO	ORK N	<b>V</b> :	10055		Line)									Form filed by One Reporting Person				
				_								Form fil Person	iled by More than One Reporting					
(City)	(St	ate)	(Zip)									1 013011						
		Tab	le I - Non-Deri	vative Sec	curit	ies Ac	quired,	Disposed	l of, or	Benefi	cially	y Owned						
1. Title of Se	ecurity (Instr. 3	3)	2. Transaction Date							5. Amount of Securities		)wnership	7. Nature					
			(Month/Day/Year)	if any (Month/Day	/Year)	Code (	(Instr.		· ·			Beneficially Owned at e	nd of ([	orm: Direct D) or		ership		
							An	nount	(A) or (D)	Price		Issuer's Fis Year (Instr. 4)		ndirect (I) nstr. 4)	(instr	str. 4)		
		7	able II - Deriv	ative Secu	ıritie	s Acq	uired, [	Disposed (	of, or E	enefici	ially	Owned						
				puts, calls			1	ns, conve										
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code (Instr.			Expiratio		of Se	e and Amo curities rlying	ount		<ol><li>Number derivative Securities</li></ol>	Owne		ship 11. Nature of Indirec Beneficial		
(Instr. 3)	Price of Derivative	(Monthin Dayrrear)	(Month/Day/Year)	8)			(Month/Day/Year)		Deriv	ative Secu . 3 and 4)	ırity	(Instr. 5) Bei	Beneficial Owned	ficially Direc		(D) Ownership rect (Instr. 4)		
	Security		(A) or Dispo								Following Reported Transaction	(I) (In:	str. 4)					
					of (D) (Instr. 3, 4 and 5)							(Instr. 4		ni(s)				
										Amo or Num								
					(A)	(D)	Date Exercisa	Expiration Date	n Title	of Shar								
								_		00	1							
Partnership	1								Shar of Cl						- 1			
units of	1								of Cl	ass								
Evercore	(1)	02/05/2010		G <sup>(2)</sup>		17,500	(1)	(1)	of Cl	non k, 17.5	500	(1)	938,82	1 I	)			
Evercore LP <sup>(1)</sup>	(1)	02/05/2010		G <sup>(2)</sup>		17,500	(1)	(1)	of Cla A comm stoc par valu \$0.0	non k, 17,5 ne	500	(1)	938,82	1 I	)			
	(1)	02/05/2010		G <sup>(2)</sup>		17,500	(1)	(1)	of Cl A comm stoc pai valu	non k, 17,5 ee	500	(1)	938,82	1 I	)			
	(1)	02/05/2010		G <sup>(2)</sup>		17,500	(1)	(1)	of Cl. A comm stoc pai valu \$0.0	non k, 17,5 ee 11	500	(1)	938,82	1 I				
Lp <sup>(1)</sup> Partnership	(1)	02/05/2010		G <sup>(2)</sup>		17,500	(1)	(1)	of Cl. A comm stoc pai valu \$0.0 pei shai	non kk, 17,5 ee 11	500	(1)	938,82	1 I	)			
Partnership units of Evercore	(1)	02/05/2010		G <sup>(2)</sup>		17,500 7,800	(1)	(1)	of Cl. A comm stoc pan valu \$0.0 per share of Cl. A comm stoc pan stoc stoc stoc stoc stoc stoc stoc stoc	ass   17,5   17,		(1)	938,82					
Partnership units of									of Cl. A comm stocc pan valu \$0.0 per shar  Shar of Cl. A comm stoc pan valu \$0.0	17,5 e e e es ass ass ass ass ass ass ass as								
Partnership units of Evercore									of Cl. A comm stoc pan valu \$0.0 pei shai  Shar of Cl. A comm stoc pan valu valu valu valu	ass   17,5   17,								
Partnership units of Evercore									of Cl. A comm stoc pair value \$0.0 per share of Cl. A comm stoc pair value \$0.0 per share of Cl. A comm stoc pair value \$0.0 per share of Cl. Share of Cl.	ass non kk, 17,5 ee es ass non kk, 7,8 ee 11. ee es ass sass								
Partnership units of Evercore Lp(1)									of Cl. A comm stoc pai valu \$0.0.0 per shai  Shar of Cl. A comm stoc pai valu \$0.0.0 per shai  Shar of Cl. A comm	17,5 e e e es ass ass ass ass ass ass ass as								
Partnership units of Evercore Lp(1)  Partnership units of Evercore Evercore									of Cl. A comm stoc pair value \$0.0 per share of Cl. A comm stoc pair value \$0.0 per share of Cl. A comm stoc pair value \$0.0 per share of Cl. A comm stoc pair value \$0.0 per share of Cl. A comm stoc pair value \$0.0 per share of Cl. A comm stoc pair value \$0.0 per share of Cl. A per	ass non	300			1 I	)			
Partnership units of Evercore Lp <sup>(1)</sup> Partnership units of	(1)	04/22/2010		G <sup>(2)</sup>		7,800	(1)	(1)	of Cl. A comm stoc pai valu \$0.0. per shai  Shar of Cl. A comm stoc pai valu \$0.0. per shai  Shar of Cl. A comm stoc pai valu \$0.0. \$0.0 \$0.0 \$0.0 \$0.0 \$0.0 \$0.0 \$0	ass on 17,5 on	300	(1)	931,02:	1 I	)			
Partnership units of Evercore Lp(1)  Partnership units of Evercore Evercore	(1)	04/22/2010		G <sup>(2)</sup>		7,800	(1)	(1)	of Cl. A comm stoc pai yalu \$0.0. Per shai  Shar of Cl. A comm stoc pai yalu \$0.0. per shai  Shar of Cl. per shai  Shar of Cl. per shai  Shar of Cl. per shai	ass oon	300	(1)	931,02:	1 I	)			
Partnership units of Evercore Lp(1)  Partnership units of Evercore Evercore	(1)	04/22/2010		G <sup>(2)</sup>		7,800	(1)	(1)	of Cl. A comm stoc per shar  Shar of Cl. A comm stoc pan stoc pan stoc pan stoc pan valu \$0.0 A comm stoc per shar  Shar of Cl. A comm stoc per shar  Shar of Cl. A comm stoc per shar  Shar of Cl. A comm stoc pan valu So.0 Comm Stoc Comm	17,5 e e e e e e e e e e e e e e e e e e e	300	(1)	931,02:	1 I	)			
Partnership units of Evercore Lp(1)  Partnership units of Evercore Lp(1)  Partnership units of Evercore Lp(1)	(1)	04/22/2010		G <sup>(2)</sup>		7,800	(1)	(1)	of Cl. A comm stoc pair yalu \$0.0. Shar of Cl. A comm stoc pair yalu \$0.0. per shai  Shar of Cl. A comm stoc pair yalu \$0.0. per shai  Shar of Cl. A comm stoc pair yalu \$0.0. A comm	17,5 e e e e e e e e e e e e e e e e e e e	1000	(1)	931,02	1 I				
Partnership units of Evercore Lp(1)  Partnership units of Evercore Lp(1)	(1)	04/22/2010		G <sup>(2)</sup>		7,800	(1)	(1)	of Cl. A comm stoc pan valu \$0.0. per share of Cl. A comm stoc pan valu \$0.0. per share of Cl. A comm stoc pan valu \$0.0. A comm stoc pan valu \$0.0. per share of Cl. A comm stoc pan valu \$0.0. per share of Cl. A comm stoc pan valu \$0.0. per share of Cl. A comm stoc pan per share of Cl. A comm sto	ass on 17,5 on	1000	(1)	931,02:	1 I				
Partnership units of Evercore Lp(1)  Partnership units of Evercore Lp(1)  Partnership units of Evercore Lp(1)	(1)	04/22/2010		G <sup>(2)</sup>		7,800	(1)	(1)	of Cl. A commistor pair value so.co. per share  Share of Cl. A commistor pair value so.co. per share  Share of Cl. A commistor per share  Share of Cl. A commistor per share  Share of Cl. A commistor pair value so.co. pair value so.co. per share  Share of Cl. A commistor per share  Share of Cl. A commistor per share of Cl. A commistor	ass on home k, 17,5 e e e es ass on home k, 6,4 e e e e es ass on home k, 6,4 e e e e e e e e e e e e e e e e e e e	1000	(1)	931,02	1 I				

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		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 <sup>(1)</sup>	(1)	11/02/2010		G <sup>(2)</sup>		8,750	(1)	(1)	Shares of Class A common stock, par value \$0.01 per share	8,750	(1)	906,871	D	
Partnership units of Evercore LP <sup>(1)</sup>	(1)	12/13/2010		G <sup>(3)</sup>		11,200	(1)	(1)	Shares of Class A common stock, par value \$0.01 per share	11,200	(1)	895,671	D	
Partnership units of Evercore LP <sup>(1)</sup>	(1)						(1)	(1)	Shares of Class A common stock, par value \$0.01 per share	1,000,649		1,000,649	I	Shares held in trust <sup>(4)</sup>

## **Explanation of Responses:**

- 1. 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.
- 2. Mr. Altman has made a bona fide gift of these Evercore LP partnership units to the Altman Kazickas Foundation, a not-for-profit institution.
- 3. Mr. Altman has made a bona fide gift of these Evercore LP partnership units to an unaffiliated not-for-profit institution.
- 4. 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.

/s/ Adam B. Frankel, as Attorney-in-fact 02/03/2011

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.