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 0.5 hours per response:

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

Name and Address of Reporting Person* SCHLOSSTEIN RALPH					2. Issuer Name and Ticker or Trading Symbol Evercore Partners Inc. [EVR]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u> </u>															X	Direc	ctor	10% (Owner	
	RCORE PA	rst) (ARTNERS INC. REET, 43RD FL	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 05/21/2009								X	Offic belov	,	Other (specify below)				
End of the street, who is book					4. If .	If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
(Street) NEW YC	ORK N	Y 1	10055							,					Line) X	Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(SI	ate) (Zip)																	
		Tabl	le I - No	n-Deriva	ative	Sec	uritie	s Ac	quired,	Disp	posed o	f, o	r Ben	efic	ially	Owne	ed			
Date			Date	Transaction tte onth/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)				and Secur Benef		cially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount		(A) or (D)	Pri	ce	Transa	action(s) 3 and 4)		(111341. 4)	
Shares of \$0.01 per		mmon stock, par	value	05/21/	2009	T			A ⁽¹⁾⁽²⁾		900,00	00	A	(1)(2)	91	00,000	D		
Shares of \$0.01 per		mmon stock, par	value														1	D		
Shares of Class B common stock, par value \$0.01 per share														1		I	Shares held by trust ⁽³⁾			
		Та									sed of, onvertib					wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/D	n Date,	Transaction Code (Instr.		of		Expiratio	6. Date Exercisa Expiration Date (Month/Day/Yea		Ame Sec Und Deri Sec	7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		Deri Seci (Inst		9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisal		Expiration Date	Title	or Nui of	ount mber ares						

Explanation of Responses:

- 1. 900,000 shares of Class A common stock are restricted stock units which were granted to Mr. Schlosstein pursuant to the 2006 Evercore Partners Inc. (the "Company") Stock Incentive Plan. The RSUs vest on the 5th anniversary of the commencement of his employment with the Company, subject to (a) continuous employment through such date (or if prior to the 5th anniversary, Mr. Schlosstein's employment is terminated without Cause or for Good Reason or due to his death or Disability (as such terms are defined Mr. Scholsstein's employment agreement) and (b) the satisfaction of the following additional performance conditions: (i) 180,000 shares will be eligible to vest if the stock price closes at or above \$20 for 20 consecutive trading days at any time during the 5-year period following the start date; (ii) 180,000 shares will be eligible to vest if the stock price closes at or above \$25 (continued in footnote 2)
- 2. for 20 consecutive trading days at any time during the 5-year period following the start date; (iii) 180,000 shares will be eligible to vest if the stock price closes at or above \$30 for 20 consecutive trading days at any time during the 5-year period following the start date; (iv) 180,000 shares will be eligible to vest if the stock price closes at or above \$35 for 20 consecutive trading days at any time during the 5-year period following the start date; and (v) 180,000 shares will be eligible to vest if the stock price closes at or above \$40 for 20 consecutive trading days at any time during the 5-year period following the start date. Shares will be deliverable upon vesting and will be eligible for net settlement for withholding tax purposes. RSUs not previously settled in shares of Class A Common Stock are subject to forfeiture in the event of uncured material breach of the restrictive covenants
- 3. This share of Class B common stock is held in trust for the benefit of Mr. Schlosstein's family. Mr. Schlosstein disclaims beneficial ownership of this share of Class B common stock and the filing of this report is not an admission that Mr. Schlosstein is the beneficial owner of this share of Class B common stock for the purposes of Section 16 or any other purpose.

/s/ Adam B. Frankel, 05/26/2009 Attorney-in-fact

** 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.