

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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:	3235-0287
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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) <p style="text-align: center;"><b>Chairman, Co-CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/05/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 \$0.01 per share	03/05/2009		G <sup>(1)</sup>	V	20,668	D	(2)	141,337	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								3	I	Shares of Class B Common Stock held by trust <sup>(3)</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)		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)					

**Explanation of Responses:**

- Mr. Altman has made a bona fide gift of Class A common stock to a not-for-profit institution.
- These shares of Class A common stock are restricted stock units which were granted to Mr. Altman pursuant to the 2006 Evercore Partners Inc. Stock Incentive Plan.
- These shares of Class B common stock are held in trust for the benefit of Mr. Altman's family. Mr. Altman disclaims beneficial ownership of these shares of Class B common stock, and the filing of this report is not an admission that Mr. Altman is the beneficial owner of these shares of Class B common stock for the purposes of Section 16 or any other purpose.

/s/ Adam B. Frankel, as                      03/18/2009  
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.