

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 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* FRANKEL ADAM B (Last) (First) (Middle) C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET, 43RD FLOOR (Street) NEW YORK NY 10055 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol Evercore Partners Inc. [EVR] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) General Counsel |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/23/2007 | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | 05/23/2007 | | C | | 14,894 | A | (1) | 19,894 ⁽²⁾ | D | |
| Shares of Class A common stock, par value \$0.01 per share | 05/23/2007 | | C | | 7,318 | A | (1) | 7,318 | I | Shares held by a trust ⁽³⁾ |
| Shares of Class A common stock, par value \$0.01 per share | 05/23/2007 | | S ⁽⁴⁾ | | 14,894 | D | \$27.9513 | 5,000 ⁽²⁾ | D | |
| Shares of Class A common stock, par value \$0.01 per share | 05/23/2007 | | S ⁽⁴⁾ | | 7,318 | D | \$27.9513 | 0 | I | Shares held by a trust ⁽³⁾ |
| 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 | | | | | | | | 1 | I | Share held by a trust ⁽⁵⁾ |

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 |
| Partnership units of Evercore LP | (6) | 05/23/2007 | | C | | 14,894 | | (6) | (6) | Shares of Class A common stock, par value \$0.01 per share | 14,894 | (1) | 139,027 | D | |
| Partnership units of Evercore LP | (6) | 05/23/2007 | | C | | 7,318 | | (6) | (6) | Shares of Class A common stock, par value \$0.01 per share | 7,318 | (1) | 12,682 | I | Partnership units held by trust ⁽⁷⁾ |

Explanation of Responses:

1. Shares of Class A common stock were acquired upon exchange of Evercore LP partnership units, in accordance with the Evercore LP partnership agreement.

2. 5,000 shares of this Class A common stock are restricted stock units.
3. These shares of Class A common stock are held by a grantor retained annuity trust of which Mr. Frankel is the investment trustee.
4. Sale by reporting person pursuant to an underwritten public offering.
5. This share of Class B common stock is held by a grantor retained annuity trust of which Mr. Frankel is the investment trustee.
6. 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.
7. These Evercore LP partnership units are held by a grantor retained annuity trust of which Mr. Frankel is the investment trustee.

/s/ Adam B. Frankel

07/03/2007

** 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.