

**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*<br><u>SCHLOSSTEIN RALPH</u><br><br>(Last) (First) (Middle)<br><u>C/O EVERCORE PARTNERS INC.</u><br><u>55 EAST 52ND STREET, 38TH FLOOR</u><br><br>(Street)<br><u>NEW YORK NY 10055</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Evercore Partners Inc. [ EVR ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President and CEO</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/20/2012</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 | 02/20/2012                           |  | F                              |   | 3,120 <sup>(1)</sup>  | D          | \$28.73 | 1,094,745   | D  |   |
| Shares of Class A common stock, par value \$0.01 per share | 03/09/2012                           |  | A <sup>(2)</sup>               |   | 163   | A          | \$0     | 1,094,908   | D  |   |
| Shares of Class A common stock, par value \$0.01 per share | 03/09/2012                           |  | A <sup>(3)</sup>               |   | 239   | A          | \$0     | 1,095,147   | D  |   |
| Shares of Class A common stock, par value \$0.01 per share | 03/09/2012                           |  | A <sup>(4)</sup>               |   | 168   | A          | \$0     | 1,095,315   | D  |   |
| Shares of Class A common stock, par value \$0.01 per share | 03/09/2012                           |  | A <sup>(5)</sup>               |   | 506   | A          | \$0     | 1,095,821   | D  |   |
| Shares of Class A common stock, par value \$0.01 per share | 03/09/2012                           |  | A <sup>(6)</sup>               |   | 212   | A          | \$0     | 1,096,033   | 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 |                                      |  |                                |   |   |            |         | 1   | I  | Share held by trust. <sup>(7)</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) |   | 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 |   |  |  |   |  |

**Explanation of Responses:**

- These shares were surrendered to Evercore Partners Inc. for the payment of taxes in connection with the vesting of a previously granted restricted stock unit award.
- Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 22,046 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.
- Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 32,305 unvested underlying RSUs awarded on February 4, 2011. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 4, 2011.
- Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 22,741 unvested underlying RSUs awarded on February 18, 2011. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 18, 2011.
- Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 68,529 unvested underlying RSUs awarded on February 6, 2012. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 6, 2012.
- Shares of Class A common stock are dividend equivalents in the form of restricted stock units on 28,721 unvested underlying RSUs awarded on February 15, 2012. The dividend equivalent RSUs will vest concurrent with the vesting of the unvested underlying RSUs awarded on February 15, 2012.
- 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, as  
Attorney-in-Fact

03/13/2012

\*\* 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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