

Mestre Eduardo G
Form 5
February 02, 2011

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
Mestre Eduardo G

(Last) (First) (Middle)

C/O EVERCORE PARTNERS
INC., 55 EAST 52ND STREET,
38TH FLOOR

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
Evercore Partners Inc. [EVR]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2010

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)
Vice Chairman

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10055

____X____ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information
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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Securities (Instr. 3 and 4)	
(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Partnership units of Evercore LP ⁽¹⁾	Â	04/28/2010	Â	G ⁽²⁾	Â 6,000	Â ⁽¹⁾	Â ⁽¹⁾
							Shares of Class A common stock, par value \$0.01 per share
Partnership units of Evercore LP ⁽¹⁾	Â	04/29/2010	Â	G ⁽²⁾	Â 4,000	Â ⁽¹⁾	Â ⁽¹⁾
							Shares of Class A common stock, par value \$0.01 per share
Partnership units of Evercore LP ⁽¹⁾	Â	12/14/2010	Â	G ⁽²⁾	Â 2,500	Â ⁽¹⁾	Â ⁽¹⁾
							Shares of Class A common stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mestre Eduardo G C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET, 38TH FLOOR NEW YORK, NY 10055	Â Â Â Vice Chairman Â

Signatures

/s/ Adam B. Frankel, as
Attorney-in-Fact

02/03/2011

____Signature of Reporting Person

Date

Explanation of Responses:

* 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).

Evercore LP partnership units are, subject to certain restrictions in the Evercore LP partnership agreement, exchangeable on a one-to-one

(1) basis for shares of Evercore Partners Inc. Class A common stock, subject to customary conversion rate adjustments for stock dividends and reclassifications.

(2) Mr. Mestre has made a bona fide gift of these Evercore LP partnership units to an unaffiliated not-for-profit institution.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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