

SCHLOSSTEIN RALPH  
Form 3  
May 26, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â SCHLOSSTEIN RALPH</p> <p>(Last) (First) (Middle)</p> <p>C/O EVERCORE PARTNERS INC., Â 55 EAST 52ND STREET, 43RD FLOOR</p> <p>(Street)</p> <p>NEW YORK, Â NY Â 10055</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/21/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Evercore Partners Inc. [EVR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President and CEO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Shares of Class B common stock, par value \$.01 per share	1	D	Â
Shares of Class B common stock, par value \$.01 per share	1	I	Shares of Class B Common Stock held by trust <u>(1)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Partnership units of Evercore LP	Â (2)	Â (2)	Shares of Class A common stock, par value \$.01 per share	927,644	\$ (2)	D	Â
Partnership units of Evercore LP	Â (2)	Â (2)	Shares of Class A common stock, par value \$.01 per share	463,822	\$ (2)	I	Partnership units held by trust (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHLOSSTEIN RALPH C/O EVERCORE PARTNERS INC. 55 EAST 52ND STREET, 43RD FLOOR NEW YORK, NY 10055	Â X	Â	Â President and CEO	Â

## Signatures

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

05/26/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) These shares of Class B common stock are held in trust for the benefit of Mr. Schlosstein's family. Mr. Schlosstein disclaims beneficial ownership of these shares of Class B common stock, and the filing of this report is not an admission that Mr. Schlosstein is the beneficial owner of these shares of Class B common stock for the purposes of Section 16 or for any other purpose.

(2) Pursuant to the Certificate of Incorporation of Evercore Partners Inc., the 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.

(3) These Evercore LP partnership units are held in trust for the benefit of Mr. Schlosstein's family. Mr. Schlosstein disclaims beneficial ownership of these partnership units, and the filing of this report is not an admission that Mr. Schlosstein is the beneficial owner of these partnership units for the purposes of Section 16 or for any other purpose.

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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