Ekman Ulrika Form 4 January 27, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

(Last)

(City)

(Instr. 3)

may continue.

See Instruction

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)

1. Name and Address of Reporting Person \* Ekman Ulrika

2. Issuer Name and Ticker or Trading Symbol

GREENHILL & CO INC [GHL]

5. Relationship of Reporting Person(s) to

Issuer

3. Date of Earliest Transaction

(Check all applicable) Director 10% Owner

GREENHILL & CO., INC., 300

(Street)

(State)

(First)

(Month/Day/Year) 01/25/2006

X\_ Officer (give title Other (specify below)

PARK AVENUE

4. If Amendment, Date Original

General Counsel

6. Individual or Joint/Group Filing(Check

(Middle)

(Zip)

Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10022

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned (I) Following (Instr. 4) Reported

Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

7. Nature of

(A)

Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

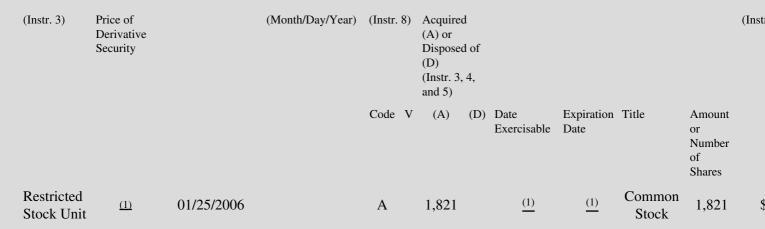
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Pr Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deri Code Securities Security or Exercise any (Month/Day/Year) (Instr. 3 and 4) Secu

#### Edgar Filing: Ekman Ulrika - Form 4



## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ekman Ulrika GREENHILL & CO., INC. 300 PARK AVENUE NEW YORK, NY 10022

General Counsel

## **Signatures**

/s/ Ulrika 01/27/2006 Ekman

\*\*Signature of Date
Reporting Person

# **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).

This restricted stock unit award was granted pursuant to the Greenhill & Co., Inc. Equity Incentive Plan. 607 shares of Common Stock underlying this restricted stock unit award vest on January 1 of the fifth calendar year following the grant date. The remaining 1,214 shares of Common Stock underlying this restricted stock unit award vest in ratable installments on January 1 of each of the first, second,

(1) third, fourth and fifth calendar years following the grant date. The restricted stock unit award is subject to payment within 75 days following the applicable vesting date. Each unit represents a right to receive one share of Common Stock or an amount equal to the market value of the Common Stock underlying the award on the applicable vesting date. Payment may be made in cash, shares of Common Stock or a combination thereof.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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