

GREENHILL & CO INC
Form 4
February 06, 2008

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NIEHAUS ROBERT H

(Last) (First) (Middle)
300 PARK AVE 23RD FLOOR
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GREENHILL & CO INC [GHL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chmn, Greenhill Cap Ptners LP

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	02/04/2008		M	4,353 A \$ 0	1,060,288	D	
Common Stock					1,500	I (3)	See footnote (3)
Common Stock					1,500	I (4)	See footnote (4)
Common Stock					1,500	I (5)	See footnote (5)

Common Stock	100,000	I <u>(6)</u>	See footnote (6)
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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 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 Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	02/04/2008		M	1,818	<u>(1)</u> <u>(1)</u>	Common Stock	1,818
Restricted Stock Unit	<u>(2)</u>	02/04/2008		M	2,535	<u>(2)</u> <u>(2)</u>	Common Stock	2,535

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NIEHAUS ROBERT H 300 PARK AVE 23RD FLOOR NEW YORK, NY 10022			Chmn, Greenhill Cap Ptners LP	

Signatures

/s/ Ulrika Ekman, Attorney-in-Fact for Robert H. Niehaus
 02/06/2008
 **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).

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This restricted stock unit award was granted on January 25, 2006 under the Greenhill & Co., Inc. Equity Incentive Plan. One-third of the units comprising the award vest on the fifth anniversary of the date of grant and the remaining two-thirds of the units vest in equal increments on each of the first, second, third, fourth and fifth anniversaries of the date of grant (each, a vesting date) and are subject to

- (1) payment within 75 days following each such 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 vested award on the applicable vesting date. Payment may be made in cash, shares of Common Stock or a combination thereof. On February 4, 2008, the second vesting of this restricted stock award was paid in shares.

This restricted stock award was granted on January 31, 2007 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in equal increments on each of the first, second, third, fourth and fifth anniversaries of the date of grant (each, a vesting date) and are subject to payment within 75 days following each such vesting date. Each unit represents a right to receive one share of

- (2) Common Stock or an amount equal to the market value of the Common Stock underlying the vested award on the applicable vesting date. Payment may be made in cash, shares of Common Stock or a combination thereof. On February 4, 2008, the first vesting of this restricted stock award was paid in shares.

- (3) These shares are directly owned by the John Robert Niehaus 1994 Trust. The beneficiary of the trust is Robert H. Niehaus's minor child. Robert H. Niehaus disclaims beneficial ownership of these shares.

- (4) These shares are directly owned by the Peter Southworth Niehaus 1994 Trust. The beneficiary of the trust is Robert H. Niehaus's minor child. Robert H. Niehaus disclaims beneficial ownership of these shares.

- (5) These shares are directly owned by the Ann Southworth Niehaus 1994 Trust. The beneficiary of the trust is Robert H. Niehaus's minor child. Robert H. Niehaus disclaims beneficial ownership of these shares.

- (6) These shares are directly owned by the Robert H. Niehaus and Kate Niehaus Foundation

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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