BOK SCOTT L Form 4 January 27, 2006

# 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 1(b). 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)

(Last)

(City)

(Instr. 3)

1. Name and Address of Reporting Person \*\*BOK SCOTT L

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

GREENHILL & CO INC [GHL]
3. Date of Earliest Transaction

(Check all applicable)

GREENHILL & CO., INC., 300

(First)

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

\_X\_ Director \_\_\_\_\_ 10% Owner \_\_\_\_ X\_ Officer (give title \_\_\_\_\_ Other (specify

PARK AVENUE

4. If Amendment, Date Original

below)
U.S. President

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendme

(Middle)

(Zip)

Applicable Line)

Filed(Month/Day/Year)

\_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 2. Transaction Date 2.

(State)

2A. Deemed 3. 4. Securities
Execution Date, if TransactionAcquired (A) or
any Code Disposed of (D)
(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Form: Dire Beneficially (D) or Indi Owned (I)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4)

(A)

Following
Reported
Transaction(s)

Code V Amount (D) Price (Instr. 3 and 4)

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

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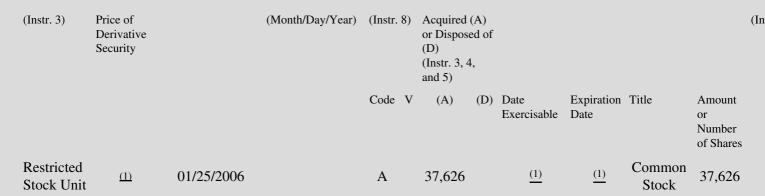
SEC 1474

(9-02)

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 of 6. Date Exercisable and 7. Title and Amount of 8. 1 Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** De Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) Sec any

#### Edgar Filing: BOK SCOTT L - Form 4



#### **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOK SCOTT L GREENHILL & CO., INC. 300 PARK AVENUE NEW YORK, NY 10022	X		U.S. President	

# **Signatures**

/s/ Ulrika Ekman, Attorney-in-Fact for Scott 01/27/2006 L. Bok \*\*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).

This restricted stock unit award was granted pursuant to the Greenhill & Co., Inc. Equity Incentive Plan. 12,542 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 25,084 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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