#### **GREENHILL & CO INC**

Form 4

January 29, 2016

### FORM 4

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

**OMB** Number:

Expires:

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Issuer

January 31, 2005

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Estimated average

**OMB APPROVAL** 

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

5. Relationship of Reporting Person(s) to

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

**SECURITIES** 

30(h) of the Investment Company Act of 1940

Symbol

1(b).

(Print or Type Responses)

**BOK SCOTT L** 

1. Name and Address of Reporting Person \*

		GREEN	GREENHILL & CO INC [GHL]			(Check all applicable)			
(Last)  GREENHIL PARK AVE	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 01/27/2016			109	% Owner ler (specify			
		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
NEW YORK	K, NY 10022					Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Table	e I - Non-D	erivative Securities Ac	equired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price	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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock					6,377	D			
Common Stock					400,000	I	By grantor retained annuity trust (1)		
Common Stock					25,000	I	See Footnote (2)		
Common Stock					288,783	I	See Footnote		

(3)

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

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SEC 1474 (9-02)

> Sec (In

# 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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (4)	<u>(5)</u>	01/27/2016		A	87,714	<u>(5)</u>	<u>(5)</u>	Common Stock	87,714	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>rg</b>	Director	10% Owner	Officer	Other		
BOK SCOTT L GREENHILL & CO., INC. 300 PARK AVENUE NEW YORK NY 10022	X		Chief Executive Officer			

## **Signatures**

/s/ Ricardo Lima, Attorney-in-Fact for Scott L. Bok

01/29/2016

\*\*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).
- (1) On November 16, 2015, the reporting person contributed 400,000 shares of Greenhill & Co., Inc. common stock to a grantor retained annuity trust for the benefit of himself and his two children.
- (2) These shares of Common Stock are directly owned by Bok Family Partners L.P., a Delaware limited partnership, of which Scott L. Bok is the general partner. Scott L. Bok disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

Reporting Owners 2

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- (3) These shares of Common Stock are directly owned by the Bok Family Foundation. Scott L. Bok expressly disclaims beneficial ownership of these securities.
- As announced by Greenhill & Co., Inc. on its Current Report on Form 8-K dated January 29, 2016, Performance-Based Restricted Stock (4) Units (PRSUs) were also granted to Scott L. Bok on January 27, 2016. Additional information on these PRSUs is provided in such Form 8-K.
  - This restricted stock unit award was granted on January 27, 2016 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in full on January 1 of the third calendar year following the grant date and are subject to payment within 75
- (5) days following 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 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.