

GREENHILL & CO INC  
Form 4  
January 29, 2016

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**BOK SCOTT L**

(Last) (First) (Middle)

**GREENHILL & CO., INC., 300  
PARK AVENUE**

(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)  
**01/27/2016**

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)

Chief Executive Officer

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)                |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |  |
| Common Stock                    |                                      |  |                                |   | 6,377   | D  |  |
| Common Stock                    |                                      |  |                                |   | 400,000   | I  | By grantor retained annuity trust <sup>(1)</sup> |
| Common Stock                    |                                      |  |                                |   | 25,000  | I  | See Footnote <sup>(2)</sup>                      |
| Common Stock                    |                                      |  |                                |   | 288,783   | I  | See Footnote                                     |



## Edgar Filing: GREENHILL & CO INC - Form 4

- (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.