

Grubb Christopher Thomas
 Form 4
 January 31, 2013

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 *
 Grubb Christopher Thomas

(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)
 01/29/2013

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 Financial 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|
| | | | | Code | V | Amount | | | |
| Common Stock | 01/29/2013 | | M | | | 135 | \$ 0 | 135 | D |
| Common Stock | 01/29/2013 | | F | | | 63 | \$ 58.88 | 72 | D |
| Common Stock | 01/29/2013 | | M | | | 251 | \$ 0 | 323 | D |
| Common Stock | 01/29/2013 | | F | | | 117 | \$ 58.88 | 206 | D |
| Common Stock | 01/29/2013 | | M | | | 357 | \$ 0 | 563 | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|-------|---|
| Common Stock | 01/29/2013 | F | 167 | D | \$ 58.88 | 396 | D |
| Common Stock | 01/29/2013 | M | 722 | A | \$ 0 | 1,118 | D |
| Common Stock | 01/29/2013 | F | 336 | D | \$ 58.88 | 782 | D |
| Common Stock | 01/29/2013 | M | 696 | A | \$ 0 | 1,478 | D |
| Common Stock | 01/29/2013 | F | 291 | D | \$ 58.88 | 1,187 | D |

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

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(9-02)

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. Price of Derivative Security (Instr. 5) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | (1) | 01/29/2013 | | M | 135 | (1) | (1) | Common Stock | 135 | \$ 0 |
| Restricted Stock Units | (2) | 01/29/2013 | | M | 251 | (2) | (2) | Common Stock | 251 | \$ 0 |
| Restricted Stock Units | (3) | 01/29/2013 | | M | 357 | (3) | (3) | Common Stock | 357 | \$ 0 |
| Restricted Stock Units | (4) | 01/29/2013 | | M | 722 | (4) | (4) | Common Stock | 722 | \$ 0 |
| | (5) | 01/29/2013 | | M | 696 | (5) | (5) | | 696 | \$ 0 |

Restricted
Stock
Units

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Grubb Christopher Thomas GREENHILL & CO., INC. 300 PARK AVENUE NEW YORK, NY 10022 | | | Chief Financial Officer | |

Signatures

/s/ Gavin D. Solotar, Attorney-in-Fact for Christopher T.
Grubb

01/31/2013

__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) This restricted stock unit award was granted on January 30, 2008 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 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 January 29, 2013, the fifth vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

(2) This restricted stock unit award was granted on January 28, 2009 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 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 January 29, 2013, the fourth vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

(3) This restricted stock unit award was granted on January 27, 2010 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 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 January 29, 2013, the third vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

(4) This restricted stock unit award was granted on February 7, 2011 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 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 January 29, 2013, the second vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

(5) This restricted stock unit award was granted on February 3, 2012 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 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 January 29, 2013, the first vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

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