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GREENHILL & CC	INC						
Form 4 January 27, 2017							
					OMB A	PPROVAL	
	JNITED STATES		AND EXCHANGE , D.C. 20549	COMMISSION	OMB Number:	3235-0287	
Subject to Section 16. Form 4 or Form 5	STATEMENT O Filed pursuant to ection 17(a) of the 30(h)	SECU Section 16(a) of the	Expires: Estimated a burden hou response n	irs per			
(Print or Type Responses	3)						
1. Name and Address of Costantino Kevin M		Symbol	d Ticker or Trading	5. Relationship of Issuer	Reporting Per		
(Last) (First GREENHILL & CO PARK AVENUE		3. Date of Earliest 7 (Month/Day/Year) 01/26/2017	ransaction	Director X Officer (give below)	10%	6 Owner er (specify	
(Stre	et)	4. If Amendment, D Filed(Month/Day/Yea	-	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
NEW YORK, NY 1	0022			Form filed by M Person	Iore than One Ro	eporting	
(City) (Stat	e) (Zip)	Table I - Non-	Derivative Securities A	cquired, Disposed of	, or Beneficia	lly Owned	
	action Date 2A. Deem Day/Year) Execution any (Month/D	Date, if Transactic Code ay/Year) (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	SecuritiesFBeneficially(I)Owned(I)	. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Densis den Denset en e							
Reminder: Report on a s	eparate line for each c	lass of securities bene	Persons who res information cont required to respo	point to the collect ained in this form a ond unless the form atly valid OMB con	are not n	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	2.	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	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired or Dispo (D) (Instr. 3, and 5)	sed of					(
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	3
Restricted Stock Units	<u>(1)</u>	01/26/2017		А	21,016	1	<u>(1)</u>	(1)	Common Stock	21,016	

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
Costantino Kevin M GREENHILL & CO., INC. 300 PARK AVENUE NEW YORK, NY 10022			President					
Signatures								
/s/ Ricardo Lima, Attorney-in- Costantino	Fact for K	Kevin M.		01/27/2017				

**Signature of Reporting Person

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 on January 26, 2017 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in increments of 20% on the first anniversary of the date of grant, 20% on the second anniversary of the date of grant, 30% on the third anniversary of the date of grant and 30% on the fourth anniversary of the date of grant (each, a vesting date) and

Date

(1) grant, 50% on the unit call of grant and 50% on the fourth anniversary of the date of grant (date), 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.

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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