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

Form 4/A

February 07, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** 

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Instr. 3)

Security

(Print or Type Responses)

1. Name and Address of Reporting Person \* DANFORTH JOHN C

2. Issuer Name and Ticker or Trading Symbol

GREENHILL & CO INC [GHL]

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

3. Date of Earliest Transaction

(Check all applicable)

(First)

C/O GREENHILL & CO., INC., 300

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

below)

PARK AVENUE

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

02/07/2005

02/03/2005

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

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)

or Exercise

(State)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following

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

(Instr. 4)

(Instr. 3 and 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

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

any

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Month/Day/Year)

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code

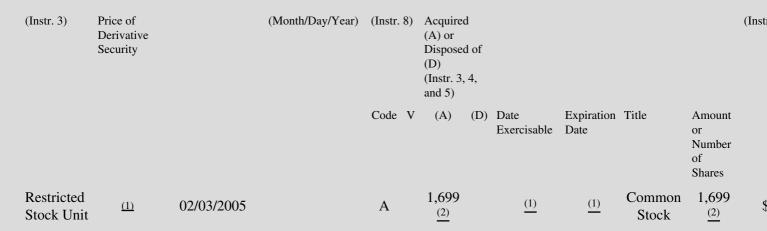
Securities

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Pr Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** 

Deri

Secu

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



# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

DANFORTH JOHN C
C/O GREENHILL & CO., INC.
300 PARK AVENUE
NEW YORK, NY 10022

## **Signatures**

/s/ Ulrika Ekman, Attorney-in-Fact for John C.

Danforth

02/07/2006

\*\*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 pursuant to the Greenhill & Co., Inc. Equity Incentive Plan vests in full on the first anniversary of the grant date and is subject to payment within 75 days following such vesting date. Each unit represents a right to receive an amount equal to the market value of the Common Stock underlying the award on the first anniversary of the grant date. Payment may be made in cash, shares of Common Stock or a combination thereof.
- (2) The initial Form 4 filed in connection with this restricted stock unit award incorrectly reported the number of derivative securities and number of shares of Common Stock underlying the derivative securities as 1,656.

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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