GREENHILL & CO INC

Form 4 May 15, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

Expires:

January 31, 2005

0.5

Estimated average

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 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading GREENHILL ROBERT F Issuer Symbol GREENHILL & CO INC [GHL] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X Director X 10% Owner Other (specify X_ Officer (give title GREENHILL & CO., INC., 300 05/12/2006 below) PARK AVENUE Chrm&CEO, Greenhill Fam LP 10% (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10022 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect Code (Instr. 3, 4 and 5) Beneficially (D) or

(Instr. 3) Beneficial Owned Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price See Common 992,532 $S^{(1)}$ 05/12/2006 footnote 181.533 D Ι (2) Stock (3) See Common 05/12/2006 $S^{(1)}$ 749,463 D 4.097,683 I footnote Stock (4)

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

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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.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	8) Derivative			Securitie	es	(Instr. 5)	Bene
	Derivative	ivative Securities					(Instr. 3	and 4)		Owne	
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
						Date Exercisable	Expiration Date	or Title Num of			
				Code V	(A) (D)				hares		

Reporting Owners

Reporting Owner Name / Address				*	
	Director	10% Owner	Officer		Other

GREENHILL ROBERT F GREENHILL & CO., INC. 300 PARK AVENUE NEW YORK, NY 10022

X X Chrm&CEO, Greenhill Fam LP 10%

Relationships

Signatures

/s/ Ulrika Ekman, Attorney-in-Fact for Robert F. 05/15/2006 Greenhill

> **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) Sale by reporting persons pursuant to a public offering of the Issuer.
- Public offering price.
- These shares of Common Stock are directly owned by Riversville Aircraft Corporation II, a Delaware corporation, which is controlled by Robert F. Greenhill.

These shares of Common Stock are directly owned by Greenhill Family Partnership, a Delaware Limited Partnership, of which Robert F. (4) Greenhill is the general partner. Robert F. Greenhill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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.

Reporting Owners 2