

NIEHAUS ROBERT H

Form 4

November 17, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NIEHAUS ROBERT H

(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)  
11/13/2008

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Chm., Greenhill C P, L.P.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/13/2008		S <sup>(1)</sup>	V Amount (A) or (D) Price 139,908 D \$ 56 (2)	470,380	D	
Common Stock	11/13/2008		S <sup>(1)</sup>	80,000 D \$ 56 (2)	20,000	I	See footnote (3)
Common Stock					1,500	I	See footnote (4)
Common Stock					1,500	I	See footnote (5)

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Common Stock	1,500	I	See footnote (6)
Common Stock	450,000	I	See footnote (7)

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

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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 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)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NIEHAUS ROBERT H GREENHILL & CO., INC. 300 PARK AVENUE NEW YORK, NY 10022	Chm., Greenhill C P, L.P.

## Signatures

/s/ Jodi Ganz, Attorney-in-Fact for Robert H.  
Niehaus

11/17/2008

          \*\*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 person pursuant to a public offering of the Issuer.
- (2) Public offering price.
- (3) These shares of Common Stock are directly owned by the Robert H. Niehaus and Kate Niehaus Foundation.
- (4) These shares of Common Stock are directly owned by the John Robert Niehaus 1994 Trust. The beneficiary of the trust is Robert H. Niehaus's minor child. Robert H. Niehaus disclaims beneficial ownership of these shares.
- (5) These shares of Common Stock are directly owned by the Peter Southworth Niehaus 1994 Trust. The beneficiary of the trust is Robert H. Niehaus's minor child. Robert H. Niehaus disclaims beneficial ownership of these shares.
- (6) These shares of Common Stock are directly owned by the Ann Southworth Niehaus 1994 Trust. The beneficiary of the trust is Robert H. Niehaus's minor child. Robert H. Niehaus disclaims beneficial ownership of these shares.
- (7) These shares of Common Stock are directly owned by the Robert H. Niehaus 2008 GRAT.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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