#### RODRIGUEZ HAROLD J JR

Form 4

February 11, 2011

# 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

of

Ownership (Instr. 4)

Estimated average burden hours per

**OMB APPROVAL** 

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**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

| 1. Name and Addre RODRIGUEZ I             | •                       | _      | 2. Issuer Name and Ticker or Trading<br>Symbol<br>GREENHILL & CO INC [GHL] | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)                      |  |  |  |
|---|-------------------------|--------|--|---|--|--|--|
| (Last)                                    | (Last) (First) (Middle) |        | 3. Date of Earliest Transaction  | (Check an applicable)   |  |  |  |
| GREENHILL & CO., INC., 300<br>PARK AVENUE |                         | ., 300 | (Month/Day/Year)<br>02/01/2011   | Director 10% Owne _X_ Officer (give title Other (special below)  Chief Administrative Officer |  |  |  |
|   | (Street)                |        | 4. If Amendment, Date Original Filed(Month/Day/Year)                       | 6. Individual or Joint/Group Filing(Check Applicable Line)                                    |  |  |  |
| NEW YORK, NY 10022                        |                         |        |  | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person           |  |  |  |

| (City)     | (State) (           | Zip) T          | able | I - Non-D  | erivative Securities Acqu | iired, Disposed of | , or Beneficiall | y Owned     |
|------------|---------------------|-----------------|------|------------|---------------------------|--------------------|------------------|-------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed      |      | 3.         | 4. Securities Acquired    | 5. Amount of       | 6. Ownership     | 7. Nature o |
| Security   | (Month/Day/Year)    | Execution Date, | if ' | Transactio | n(A) or Disposed of (D)   | Securities         | Form: Direct     | Indirect    |
| (Instr. 3) |                     | anv             | (    | Code       | (Instr. 3, 4 and 5)       | Beneficially       | (D) or           | Beneficial  |

| (Instr. 3)      |            | any<br>(Month/Day/Year) | Code (Instr. 8) | (Instr. 3, 4 and 5) |                  |             | Beneficially Owned Following                   | (D) or<br>Indirect (I)<br>(Instr. 4) |  |
|-----------------|------------|-------------------------|-----------------|---------------------|------------------|-------------|--|--------------------------------------|--|
|                 |            |                         | Code V          | Amount              | (A)<br>or<br>(D) | Price       | Reported<br>Transaction(s)<br>(Instr. 3 and 4) |                                      |  |
| Common<br>Stock | 02/01/2011 |                         | M               | 287                 | A                | \$0         | 287  | D                                    |  |
| Common<br>Stock | 02/01/2011 |                         | F               | 129                 | D                | \$<br>69.42 | 158  | D                                    |  |
| Common<br>Stock | 02/01/2011 |                         | M               | 717                 | A                | \$ 0        | 875  | D                                    |  |
| Common<br>Stock | 02/01/2011 |                         | F               | 314                 | D                | \$<br>69.42 | 561  | D                                    |  |
| Common          | 02/01/2011 |                         | M               | 604                 | A                | \$0         | 1,165  | D                                    |  |

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| Common<br>Stock | 02/01/2011 | F | 245   | D | \$<br>69.42 | 920    | D |                  |
|-----------------|------------|---|-------|---|-------------|--------|---|------------------|
| Common<br>Stock | 02/01/2011 | M | 872   | A | \$ 0        | 1,792  | D |                  |
| Common<br>Stock | 02/01/2011 | F | 353   | D | \$<br>69.42 | 1,439  | D |                  |
| Common<br>Stock | 02/01/2011 | M | 1,780 | A | \$ 0        | 3,219  | D |                  |
| Common<br>Stock | 02/01/2011 | F | 721   | D | \$<br>69.42 | 2,498  | D |                  |
| Common<br>Stock | 02/01/2011 | M | 1,997 | A | \$ 0        | 4,495  | D |                  |
| Common<br>Stock | 02/01/2011 | F | 809   | D | \$<br>69.42 | 3,686  | D |                  |
| Common<br>Stock |            |   |       |   |             | 54,311 | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number on f Derivati Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | ve Expiration<br>(Month/Da | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |    |
|---|---|---|---|--|---|----------------------------|--|-----------------|---|----|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable        | Expiration<br>e Date                                     | Title           | Amount<br>or<br>Number<br>of<br>Shares                        |    |
| Restricted<br>Stock Unit                            | (1)   | 02/01/2011                              |   | M                                      | 28  |                            | <u>(1)</u>   | Common<br>Stock | 287   | \$ |
| Restricted<br>Stock Unit                            | (2)   | 02/01/2011                              |   | M                                      | 71′   | 7 (2)                      | (2)  | Common<br>Stock | 717   | \$ |
| Restricted<br>Stock Unit                            | (3)   | 02/01/2011                              |   | M                                      | 604   | 4 (3)                      | <u>(3)</u>   | Common<br>Stock | 604   | \$ |
|   |   |   |   |  |   |                            |  |                 |   |    |

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| Restricted<br>Stock Unit | <u>(4)</u> | 02/01/2011 | M | 872   | <u>(4)</u> | <u>(4)</u> | Common<br>Stock | 872   |
|--------------------------|------------|------------|---|-------|------------|------------|-----------------|-------|
| Restricted<br>Stock Unit | <u>(5)</u> | 02/01/2011 | M | 1,780 | <u>(5)</u> | (5)        | Common<br>Stock | 1,780 |
| Restricted<br>Stock Unit | <u>(6)</u> | 02/01/2011 | M | 1,997 | <u>(6)</u> | (6)        | Common<br>Stock | 1,997 |

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

RODRIGUEZ HAROLD J JR
GREENHILL & CO., INC.
300 PARK AVENUE

Officer

## **Signatures**

NEW YORK, NY 10022

/s/ Ulrika Ekma n, Attorney-in-Fact for Harold J.
Rodriguez, Jr.
02/10/2011

\*\*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 was granted on January 26, 2006 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 February 1, 2011, the fifth vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

This restricted stock unit award was granted on January 26, 2006 under the Greenhill & Co., Inc. Equity Incentive Plan. 100% of the award vested on the fifth anniversary of the date of grant and was subject to payment within 75 days following the 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 vesting date. Payment may be made in cash, shares of Common Stock or a combination thereof. On February 1, 2011, the restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

This restricted stock unit award was granted on January 31, 2007 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 February 1, 2011, the fourth vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

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 February 1, 2011, the third vesting of

(5) 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

this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

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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 February 1, 2011, the second vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

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 February 1, 2011, the first vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

(7) These shares are directly owned by Jacquelyn F. Rodriguez, the wife of Harold J. Rodriguez, Jr. On February 9, 2011 Mr. Rodriguez transferred the 3,686 shares that he held directly following the transactions being reported on this form to his wife.

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.