

GREENHILL & CO INC  
Form 4  
January 31, 2017

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Costantino Kevin M

(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)  
01/30/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |
| Common Stock                    | 01/30/2017                           |                                                    | M                              | 841                                                               | A \$ 0                                                                                        | 5,720                                                    | D                                 |
| Common Stock                    | 01/30/2017                           |                                                    | F                              | 431                                                               | D \$ 29.55                                                                                    | 5,289                                                    | D                                 |
| Common Stock                    | 01/30/2017                           |                                                    | M                              | 1,224                                                             | A \$ 0                                                                                        | 6,513                                                    | D                                 |
| Common Stock                    | 01/30/2017                           |                                                    | F                              | 627                                                               | D \$ 29.55                                                                                    | 5,886                                                    | D                                 |
| Common Stock                    | 01/30/2017                           |                                                    | M                              | 6,040                                                             | A \$ 0                                                                                        | 11,926                                                   | D                                 |

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|              |            |   |       |   |          |        |   |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 01/30/2017 | F | 3,212 | D | \$ 29.55 | 8,714  | D |
| Common Stock | 01/30/2017 | M | 2,110 | A | \$ 0     | 10,824 | D |
| Common Stock | 01/30/2017 | F | 1,081 | D | \$ 29.55 | 9,743  | D |
| Common Stock | 01/30/2017 | M | 3,478 | A | \$ 0     | 13,221 | D |
| Common Stock | 01/30/2017 | F | 1,782 | D | \$ 29.55 | 11,439 | D |
| Common Stock | 01/30/2017 | M | 7,381 | A | \$ 0     | 18,820 | D |
| Common Stock | 01/30/2017 | F | 3,781 | D | \$ 29.55 | 15,039 | D |

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

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(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 or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                                       | Amount or Number of Shares |
| Restricted Stock Units                     | (1)                                                    | 01/30/2017                           |                                                    | M                              | 841                                                                                     | (1)                                                      | (1)                                                           | Common Stock                                                | 841                        |
| Restricted Stock Units                     | (2)                                                    | 01/30/2017                           |                                                    | M                              | 1,224                                                                                   | (2)                                                      | (2)                                                           | Common Stock                                                | 1,224                      |
| Restricted Stock Units                     | (3)                                                    | 01/30/2017                           |                                                    | M                              | 6,040                                                                                   | (3)                                                      | (3)                                                           | Common Stock                                                | 6,040                      |

|                              |     |            |   |       |     |     |                 |       |    |
|------------------------------|-----|------------|---|-------|-----|-----|-----------------|-------|----|
| Restricted<br>Stock<br>Units | (4) | 01/30/2017 | M | 2,110 | (4) | (4) | Common<br>Stock | 2,110 | \$ |
| Restricted<br>Stock<br>Units | (5) | 01/30/2017 | M | 3,478 | (5) | (5) | Common<br>Stock | 3,478 | \$ |
| Restricted<br>Stock<br>Units | (6) | 01/30/2017 | M | 7,381 | (6) | (6) | Common<br>Stock | 7,381 | \$ |

## Reporting Owners

| Reporting Owner Name / Address                                                       | Relationships |           |           |       |
|--------------------------------------------------------------------------------------|---------------|-----------|-----------|-------|
|                                                                                      | Director      | 10% Owner | Officer   | Other |
| Costantino Kevin M<br>GREENHILL & CO., INC.<br>300 PARK AVENUE<br>NEW YORK, NY 10022 |               |           | President |       |

## Signatures

/s/ Ricardo Lima, Attorney-in-Fact for Kevin M.  
Costantino

01/31/2017

\*\*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) This restricted stock unit award was granted on February 3, 2012 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 January 30, 2017, the fifth vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

(2) This restricted stock unit award was granted on January 30, 2013 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 January 30, 2017, the fourth vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

(3) This restricted stock unit award was granted on February 4, 2014 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in full on January 1 of the third calendar year following the grant date and are subject to payment within 75 days following 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 vesting date. Payment may be made in cash, shares of Common Stock or a combination thereof. On January 30, 2017, the vesting in full of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

(4) This restricted stock unit award was granted on February 4, 2014 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 January 30, 2017, the third vesting of

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

- (5) This restricted stock unit award was granted on February 9, 2015 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 January 30, 2017, the second vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

- (6) This restricted stock unit award was granted on January 27, 2016 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 January 30, 2017, the first vesting of this restricted stock unit award was settled in shares. Shares were withheld to satisfy applicable tax withholding obligations.

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.