Wyles David Form 4 February 07, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

OMB APPROVAL

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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 may continue.

See Instruction 1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Wyles David

(Middle)

(Zin)

GREENHILL & CO., INC., 300

(First)

PARK AVENUE

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

GREENHILL & CO INC [GHL]

3. Date of Earliest Transaction (Month/Day/Year)

02/05/2019

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify X_ Officer (give title below) below)

President

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10022

(City)	(State)	(Zip) Tabl	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. Transactio Code (Instr. 8)	ransaction(A) or Disposed of (D) code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	02/05/2019		M	9,971	A	\$0	9,971	D		
Common Stock	02/05/2019		F	4,687	D	\$ 25.21	5,284	D		
Common Stock	02/05/2019		M	13,324	A	\$ 0	18,608	D		
Common Stock	02/05/2019		F	6,263	D	\$ 25.21	12,345	D		
Common Stock	02/05/2019		M	17,579	A	\$ 0	29,924	D		

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Common Stock	02/05/2019	F	8,263	D	\$ 25.21	21,661	D
Common Stock	02/05/2019	M	10,508	A	\$ 0	32,169	D
Common Stock	02/05/2019	F	4,939	D	\$ 25.21	27,230	D
Common Stock	02/05/2019	M	11,584	A	\$ 0	38,814	D
Common Stock	02/05/2019	F	5,445	D	\$ 25.21	33,369	D
Common Stock	02/05/2019	S	33,369	D	\$ 25.08	0	D

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. Transactio Code (Instr. 8)	5. Number of actionDerivative Securities Acquired 8) (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Restricted Stock Units	(1)	02/05/2019		M		9,971	<u>(1)</u>	<u>(1)</u>	Common Stock	9,971
Restricted Stock Units	<u>(2)</u>	02/05/2019		M		13,324	(2)	(2)	Common Stock	13,324
Restricted Stock Units	<u>(3)</u>	02/05/2019		M		17,579	(3)	(3)	Common Stock	17,579
Restricted Stock Units	<u>(4)</u>	02/05/2019		M		10,508	<u>(4)</u>	<u>(4)</u>	Common Stock	10,508
Restricted Stock	<u>(5)</u>	02/05/2019		M		11,584	(5)	(5)	Common Stock	11,584

Units

Restricted

Stock (6) 02/05/2019 A 81,714 (6) Common Stock 81,714

Units

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wyles David GREENHILL & CO., INC. 300 PARK AVENUE NEW YORK, NY 10022

President

Signatures

/s/ Harold J. Rodriguez Jr., Attorney-in-Fact for David A. Wyles

02/07/2019

**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 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 February 5, 2019, 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 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 February 5, 2019, 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 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 February 5, 2019, the third 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, 2017 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in increments of 20% on the first anniversary of the date of grant, 20% on the second anniversary of the date of grant, 30% on the third anniversary of the date of grant and 30% on the fourth anniversary of the date of grant (each, a vesting date) and

- (4) 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 5, 2019, the second vesting of 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 6, 2018 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in increments of 20% on the first anniversary of the date of grant, 20% on the second anniversary of the date of grant, 30% on the third anniversary of the date of grant and 30% on the fourth anniversary 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

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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 5, 2019, the first 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 February 5, 2019 under the Greenhill & Co., Inc. Equity Incentive Plan. The units comprising the award vest in equal increments on each of the first, second, third and fourth anniversaries of the date of grant (each, a

(6) 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.

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.