

NIEHAUS ROBERT H
 Form 4
 February 04, 2010

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 *
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)
02/02/2010

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)
 Chairman, GCP

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)	(A) or (D)	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)
			Code	V	Amount	Price		
Common Stock	02/02/2010		M		21,724	\$ 0	112,173	D
Common Stock	02/02/2010		F		9,959	\$ 78.48	102,214	D
Common Stock	02/02/2010		M		1,818	\$ 0	104,032	D
Common Stock	02/02/2010		F		936	\$ 78.48	103,096	D
Common Stock	02/02/2010		M		2,535	\$ 0	105,631	D

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Common Stock	02/02/2010	F	1,306	D	\$ 78.48	104,325	D	
Common Stock	02/02/2010	M	1,248	A	\$ 0	105,573	D	
Common Stock	02/02/2010	F	643	D	\$ 78.48	104,930	D	
Common Stock						1,500	I	See footnote (5)
Common Stock						1,500	I	See footnote (6)
Common Stock						1,500	I	See footnote (7)
Common Stock						20,000	I	See footnote (8)
Common Stock						115,335	I	See footnote (9)

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. Amount or Number of Shares
Restricted Stock Unit	(1)	02/02/2010		M	21,724	(1) (1)	Common Stock	21,724
Restricted Stock Unit	(2)	02/02/2010		M	1,818	(2) (2)	Common Stock	1,818

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- (6) These shares 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.
- (7) These shares 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.
- (8) These shares are directly owned by the Robert H. Niehaus and Kate Niehaus Foundation.
- (9) 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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