

RODRIGUEZ HAROLD J JR

Form 4

February 11, 2011

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

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Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RODRIGUEZ HAROLD J JR

(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)

02/01/2011

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)

Chief Administrative Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/01/2011		M		287	A	\$ 0	287		D
Common Stock	02/01/2011		F		129	D	\$ 69.42	158		D
Common Stock	02/01/2011		M		717	A	\$ 0	875		D
Common Stock	02/01/2011		F		314	D	\$ 69.42	561		D
Common Stock	02/01/2011		M		604	A	\$ 0	1,165		D

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Common Stock	02/01/2011	F	245	D	\$ 69.42	920	D	
Common Stock	02/01/2011	M	872	A	\$ 0	1,792	D	
Common Stock	02/01/2011	F	353	D	\$ 69.42	1,439	D	
Common Stock	02/01/2011	M	1,780	A	\$ 0	3,219	D	
Common Stock	02/01/2011	F	721	D	\$ 69.42	2,498	D	
Common Stock	02/01/2011	M	1,997	A	\$ 0	4,495	D	
Common Stock	02/01/2011	F	809	D	\$ 69.42	3,686	D	
Common 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 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 Unit	(1)	02/01/2011		M		287		(1)	(1)	Common Stock	287	\$
Restricted Stock Unit	(2)	02/01/2011		M		717		(2)	(2)	Common Stock	717	\$
Restricted Stock Unit	(3)	02/01/2011		M		604		(3)	(3)	Common Stock	604	\$

Restricted Stock Unit	(4)	02/01/2011	M	872	(4)	(4)	Common Stock	872	\$
Restricted Stock Unit	(5)	02/01/2011	M	1,780	(5)	(5)	Common Stock	1,780	\$
Restricted Stock Unit	(6)	02/01/2011	M	1,997	(6)	(6)	Common Stock	1,997	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RODRIGUEZ HAROLD J JR GREENHILL & CO., INC. 300 PARK AVENUE NEW YORK, NY 10022			Chief Administrative Officer	

Signatures

/s/ Ulrika Ekman, 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).

(1) 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.

(2) 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.

(3) 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.

(4) 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 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 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

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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.

- (6) 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.