

Cassin Brian J.
Form 4
February 11, 2011

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 *
Cassin Brian J.

(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
 Officer (give title below) _____ Other (specify below)
Managing Director

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 | 02/01/2011 | | M | 1,160 | A \$ 0 | 6,839 | D |
| Common Stock | 02/01/2011 | | F | 569 | D \$ 69.42 | 6,270 | D |
| Common Stock | 02/01/2011 | | M | 2,898 | A \$ 0 | 9,168 | D |
| Common Stock | 02/01/2011 | | F | 1,421 | D \$ 69.42 | 7,747 | D |
| Common Stock | 02/01/2011 | | M | 1,601 | A \$ 0 | 9,348 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|------------------|
| Common Stock | 02/01/2011 | F | 785 | D | \$ 69.42 | 8,563 | D | |
| Common Stock | 02/01/2011 | M | 1,628 | A | \$ 0 | 10,191 | D | |
| Common Stock | 02/01/2011 | F | 798 | D | \$ 69.42 | 9,393 | D | |
| Common Stock | 02/01/2011 | M | 2,549 | A | \$ 0 | 11,942 | D | |
| Common Stock | 02/01/2011 | F | 1,250 | D | \$ 69.42 | 10,692 | D | |
| Common Stock | 02/01/2011 | M | 1,009 | A | \$ 0 | 11,701 | D | |
| Common Stock | 02/01/2011 | F | 495 | D | \$ 69.42 | 11,206 | D | |
| Common Stock | | | | | | 60,000 | I | See Footnote (7) |

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 Unit | (1) | 02/01/2011 | | M | 1,160 | (1) | (1) | Common Stock | 1,160 |
| Restricted Stock Unit | (2) | 02/01/2011 | | M | 2,898 | (2) | (2) | Common Stock | 2,898 |
| Restricted Stock Unit | (3) | 02/01/2011 | | M | 1,601 | (3) | (3) | Common Stock | 1,601 |

| | | | | | | | | | |
|-----------------------|-----|------------|---|-------|-----|-----|--------------|-------|----|
| Restricted Stock Unit | (4) | 02/01/2011 | M | 1,628 | (4) | (4) | Common Stock | 1,628 | \$ |
| Restricted Stock Unit | (5) | 02/01/2011 | M | 2,549 | (5) | (5) | Common Stock | 2,549 | \$ |
| Restricted Stock Unit | (6) | 02/01/2011 | M | 1,009 | (6) | (6) | Common Stock | 1,009 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cassin Brian J. GREENHILL & CO., INC. 300 PARK AVENUE NEW YORK, NY 10022 | | | Managing Director | |

Signatures

/s/Ulrika Ekman, Attorney-in-Fact for Brian J. Cassin

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 of Common Stock are directly owned by CFH Limited, a trust established for the benefit of Mr. Cassin and his family. Mr. Cassin disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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.