

BOK SCOTT L
Form 4
May 31, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GREENHILL CAPITAL PARTNERS, LLC

(Last) (First) (Middle)

300 PARK AVENUE, 23RD FLOOR,

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GLOBAL SIGNAL INC [GSL]

3. Date of Earliest Transaction (Month/Day/Year)
05/26/2005

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)

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 Indirect Ownership (Instr. 4) |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 05/26/2005 | | P | | 1,176,470 (1) (2) | A | \$ 25.5 |
| | | | | | 9,598,664 (1) (2) | I | (1) (2) |
| | | | | | | | Through limited partnerships (1) (2) |
| Common Stock, par value \$0.01 per share | 05/26/2005 | | P | | 784,314 (3) | A | \$ 25.5 |
| | | | | | 784,314 (3) | I | (3) |
| | | | | | | | Through limited partnerships (3) |
| Common Stock, par | | | | | 32,200 (4) | D | (4) |

value
\$0.01 per
share

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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GREENHILL CAPITAL PARTNERS, LLC 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022 | | X | | |
| GCP MANAGING PARTNER, L.P. 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022 | | X | | |
| GCP, L.P. 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022 | | X | | |
| GREENHILL & CO INC 300 PARK AVENUE 23RD FLOOR NEW YORK, NY 10022 | | X | | |
| GCP 2000, LLC 300 PARK AVENUE, 23RD FLOOR | | X | | |

NEW YORK, NY 10022

GREENHILL CAPITAL PARTNERS LP

300 PARK AVE

23RD FL

NEW YORK, NY 10022

X

BOK SCOTT L

300 PARK AVENUE

23RD FLOOR

NEW YORK, NY 10022

X

GREENHILL ROBERT F

300 PARK AVENUE

23RD FLOOR

NEW YORK, NY 10022

X

NIEHAUS ROBERT H

300 PARK AVENUE, 23RD FLOOR

NEW YORK, NY 10022

X

Signatures

Greenhill Capital Partners, LLC, By: Robert H. Niehaus, Chairman, /s/ Robert H. Niehaus

05/31/2005

__Signature of Reporting Person

Date

GCP 2000, LLC, By: Robert H. Niehaus, /s/ Robert H. Niehaus

05/31/2005

__Signature of Reporting Person

Date

GCP, L.P., By: Robert H. Niehaus, /s/ Robert H. Niehaus

05/31/2005

__Signature of Reporting Person

Date

Greenhill Capital Partners, L.P., By: Robert H. Niehaus, /s/ Robert H. Niehaus

05/31/2005

__Signature of Reporting Person

Date

GCP Managing Partner, L.P., By: Robert H. Niehaus, /s/ Robert H. Niehaus

05/31/2005

__Signature of Reporting Person

Date

Greenhill & Co., Inc., By: Scott L. Bok, U.S. President, /s/ Scott L. Bok

05/31/2005

__Signature of Reporting Person

Date

Scott L. Bok, /s/ Scott L. Bok

05/31/2005

__Signature of Reporting Person

Date

Robert F. Greenhill, /s/ Robert F. Greenhill

05/31/2005

__Signature of Reporting Person

Date

Robert H. Niehaus, /s/ Robert H. Niehaus

05/31/2005

__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 Form 4 is being filed by more than one reporting person. Greenhill Capital Partners, LLC, whose sole member is Greenhill & Co., Inc., is the general partner of GCP Managing Partner, L.P. GCP Managing Partner, L.P. and GCP, L.P. are general partners of Greenhill Capital Partners, L.P., which has acquired 727,990 shares of the common stock of the Issuer (the "Common Stock") and also indirectly holds 5,173,164 shares of Common Stock through GCP SPV I, LLC (the "SPV"), Greenhill Capital Partners (Executives), L.P., which has acquired 112,072 shares of Common Stock and also indirectly holds 832,686 shares of Common Stock through the SPV, Greenhill Capital, L.P., which has acquired 232,388 shares of Common Stock and also indirectly holds 1,662,506 shares of Common Stock through the SPV, and Greenhill Capital Partners (Cayman), L.P., which has acquired 104,020 shares of Common Stock and also indirectly holds 753,838 shares of Common Stock through the SPV.

- (1) GCP 2000, LLC, is the general partner of GCP, L.P. GCP 2000, LLC is in turn controlled by its Senior Members, Scott L. Bok, Robert F. Greenhill and Robert H. Niehaus, who is also the Vice Chairman of the Board of Directors of the Issuer. Separately reported, Robert H. Niehaus individually is the direct record owner of 104,500 shares of Common Stock and the indirect record owner of 144,500 shares of Common Stock held by the Robert and Kate Niehaus Foundation, of which he is the President. Each reporting person disclaims beneficial ownership of the reported securities except and to the extent of its or his pecuniary interest therein.

- (2) Greenhill Capital Partners, LLC, whose sole member (as noted above) is Greenhill & Co., Inc., is also the general partner of GCP Managing Partner II, L.P. GCP Managing Partner II, L.P. is the general partner of Greenhill Capital Partners II, L.P., which has acquired 401,136 shares of Common Stock, Greenhill Capital Partners (Executives) II, L.P., which has acquired 29,124 shares of Common Stock, Greenhill Capital Partners (Employees) II L.P., which has acquired 197,288 shares of Common Stock and Greenhill Capital Partners (Cayman) II, L.P., which has acquired 156,766 shares of Common Stock. Each reporting person disclaims beneficial ownership of the reported securities except and to the extent of its pecuniary interest therein.

- (3) Greenhill Capital Partners, LLC, whose sole member (as noted above) is Greenhill & Co., Inc., is the direct record owner of 32,200 shares of Common Stock.

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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