

COHEN & STEERS INC

Form 4

June 12, 2015

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

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

1. Name and Address of Reporting Person *
DERECHIN ADAM M

(Last) (First) (Middle)

280 PARK AVE, 10TH FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
COHEN & STEERS INC [CNS]

3. Date of Earliest Transaction
(Month/Day/Year)
01/17/2005

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)

Chief Operating Officer, EVP

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	01/17/2005		A		107 ⁽¹⁾	A \$ 0	452,914 ⁽²⁾ D
Common Stock	04/15/2005		A		91 ⁽¹⁾	A \$ 0	452,914 ⁽²⁾ D
Common Stock	07/18/2005		A		77 ⁽¹⁾	A \$ 0	452,914 ⁽²⁾ D
Common Stock	10/18/2005		A		103 ⁽¹⁾	A \$ 0	452,914 ⁽²⁾ D
Common Stock	01/18/2006		A		85 ⁽¹⁾	A \$ 0	452,914 ⁽²⁾ D

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Common Stock	04/18/2006	A	106 <u>(1)</u>	A	\$ 0	452,914 <u>(2)</u>	D
Common Stock	07/19/2006	A	129 <u>(1)</u>	A	\$ 0	452,914 <u>(2)</u>	D
Common Stock	10/23/2006	A	111 <u>(1)</u>	A	\$ 0	452,914 <u>(2)</u>	D
Common Stock	01/23/2007	A	79 <u>(1)</u>	A	\$ 0	452,914 <u>(2)</u>	D
Common Stock	04/24/2007	A	203 <u>(1)</u>	A	\$ 0	452,914 <u>(2)</u>	D
Common Stock	06/27/2007	A	218 <u>(1)</u>	A	\$ 0	452,914 <u>(2)</u>	D
Common Stock	09/27/2007	A	251 <u>(1)</u>	A	\$ 0	452,914 <u>(2)</u>	D
Common Stock	12/27/2007	A	191 <u>(1)</u>	A	\$ 0	452,914 <u>(2)</u>	D
Common Stock	03/28/2008	A	479 <u>(1)</u>	A	\$ 0	452,914 <u>(2)</u>	D
Common Stock	06/27/2008	A	477 <u>(1)</u>	A	\$ 0	452,914 <u>(2)</u>	D
Common Stock	09/27/2008	A	465 <u>(1)</u>	A	\$ 0	452,914 <u>(2)</u>	D
Common Stock	12/29/2008	A	574 <u>(1)</u>	A	\$ 0	452,914 <u>(2)</u>	D
Common Stock	04/17/2009	A	154 <u>(1)</u>	A	\$ 0	452,914 <u>(2)</u>	D
Common Stock	06/26/2009	A	148 <u>(1)</u>	A	\$ 0	452,914 <u>(2)</u>	D
Common Stock	09/25/2009	A	98 <u>(1)</u>	A	\$ 0	452,914 <u>(2)</u>	D
Common Stock	12/29/2009	A	95 <u>(1)</u>	A	\$ 0	452,914 <u>(2)</u>	D
Common Stock	04/16/2010	A	69 <u>(1)</u>	A	\$ 0	452,914 <u>(2)</u>	D
Common Stock	06/28/2010	A	140 <u>(1)</u>	A	\$ 0	452,914 <u>(2)</u>	D
Common Stock	09/27/2010	A	7,703 <u>(1)</u> <u>(3)</u>	A	\$ 0	452,914 <u>(2)</u>	D
Common Stock	12/29/2010	A	112 <u>(1)</u>	A	\$ 0	452,914 <u>(2)</u>	D
	04/15/2011	A	155 <u>(1)</u>	A	\$ 0	452,914 <u>(2)</u>	D

Common
Stock

Common Stock	06/28/2011	A	132 ⁽¹⁾	A	\$ 0	452,914 ⁽²⁾	D
Common Stock	09/28/2011	A	<u>2,355</u> <u>(1) (3)</u>	A	\$ 0	452,914 ⁽²⁾	D
Common Stock	12/28/2011	A	153 ⁽¹⁾	A	\$ 0	452,914 ⁽²⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

DERECHIN ADAM M
280 PARK AVE, 10TH FLOOR
NEW YORK, NY 10017

Chief Operating Officer, EVP

Signatures

/s/ Francis C. Poli,
Attorney-in-Fact

06/12/2015

**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) Represents the acquisition of dividend equivalent restricted stock units in connection with the issuer's quarterly dividends for 2005-2011 and accrued on unvested restricted stock units.

This Form 4 is being filed to report dividend equivalent restricted stock units accrued to the Reporting Person which were not eligible for exemption from reporting under Rule 16a-11. All such dividend equivalent restricted stock units were previously included in the Amount

- (2) of Securities Beneficially Owned Following Reported Transaction column in each Form 4 filing subsequent to the respective accrual. The Amount of Securities Beneficially Owned Following Reported Transaction column in this filing represents the amount of securities beneficially owned by the Reporting Person at the date of filing.

- (3) Represents the acquisition of dividend equivalent restricted stock units in connection with the issuer's special dividends for 2010-2011 and accrued on unvested restricted stock units.

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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