

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stadler Matthew S.

(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)

04/12/2013

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 ____ Other (specify
below) below)

Chief Financial Officer, EVP

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/12/2013		A	203 ⁽¹⁾ A \$ 0	192,457 ⁽²⁾	D	
Common Stock	06/26/2013		A	231 ⁽¹⁾ A \$ 0	192,457 ⁽²⁾	D	
Common Stock	09/27/2013		A	216 ⁽¹⁾ A \$ 0	192,457 ⁽²⁾	D	
Common Stock	12/20/2013		A	2,108 ^{(1) (3)} A \$ 0	192,457 ⁽²⁾	D	
Common Stock	04/11/2014		A	208 ⁽¹⁾ A \$ 0	192,457 ⁽²⁾	D	

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Common Stock	06/26/2014	A	192 ⁽¹⁾	A	\$ 0	192,457 ⁽²⁾	D
Common Stock	09/26/2014	A	211 ⁽¹⁾	A	\$ 0	192,457 ⁽²⁾	D
Common Stock	12/19/2014	A	1,732 ⁽¹⁾ ⁽³⁾	A	\$ 0	192,457 ⁽²⁾	D

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 Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
Stadler Matthew S. 280 PARK AVE, 10TH FLOOR NEW YORK, NY 10017	Director 10% Owner Officer Other Chief Financial 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 2013-2014 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 2013-2014 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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