

COHEN &amp; 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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**POLI FRANCIS C**

(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)  
03/28/2008

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)

See Remarks

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/28/2008                              |                                                             | A                                    | 154 <sup>(1)</sup> A \$ 0                                                  | 56,773 <sup>(2)</sup>                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       | 06/27/2008                              |                                                             | A                                    | 150 <sup>(1)</sup> A \$ 0                                                  | 56,773 <sup>(2)</sup>                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       | 09/27/2008                              |                                                             | A                                    | 149 <sup>(1)</sup> A \$ 0                                                  | 56,773 <sup>(2)</sup>                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       | 12/29/2008                              |                                                             | A                                    | 182 <sup>(1)</sup> A \$ 0                                                  | 56,773 <sup>(2)</sup>                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       | 04/17/2009                              |                                                             | A                                    | 63 <sup>(1)</sup> A \$ 0                                                   | 56,773 <sup>(2)</sup>                                                                                              | D                                                                    |                                                                   |

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|              |            |   |                      |   |      |                   |   |
|--------------|------------|---|----------------------|---|------|-------------------|---|
| Common Stock | 06/26/2009 | A | 60 <u>(1)</u>        | A | \$ 0 | 56,773 <u>(2)</u> | D |
| Common Stock | 09/25/2009 | A | 40 <u>(1)</u>        | A | \$ 0 | 56,773 <u>(2)</u> | D |
| Common Stock | 12/29/2009 | A | 38 <u>(1)</u>        | A | \$ 0 | 56,773 <u>(2)</u> | D |
| Common Stock | 04/16/2010 | A | 49 <u>(1)</u>        | A | \$ 0 | 56,773 <u>(2)</u> | D |
| Common Stock | 06/28/2010 | A | 63 <u>(1)</u>        | A | \$ 0 | 56,773 <u>(2)</u> | D |
| Common Stock | 09/27/2010 | A | 5,706 <u>(1) (3)</u> | A | \$ 0 | 56,773 <u>(2)</u> | D |
| Common Stock | 12/29/2010 | A | 50 <u>(1)</u>        | A | \$ 0 | 56,773 <u>(2)</u> | D |
| Common Stock | 04/15/2011 | A | 138 <u>(1)</u>       | A | \$ 0 | 56,773 <u>(2)</u> | D |
| Common Stock | 06/28/2011 | A | 118 <u>(1)</u>       | A | \$ 0 | 56,773 <u>(2)</u> | D |
| Common Stock | 09/28/2011 | A | 2,187 <u>(1) (3)</u> | A | \$ 0 | 56,773 <u>(2)</u> | D |
| Common Stock | 12/28/2011 | A | 9,284 <u>(1)</u>     | A | \$ 0 | 56,773 <u>(2)</u> | D |
| Common Stock | 04/13/2012 | A | 163 <u>(1)</u>       | A | \$ 0 | 56,773 <u>(2)</u> | D |
| Common Stock | 06/28/2012 | A | 168 <u>(1)</u>       | A | \$ 0 | 56,773 <u>(2)</u> | D |
| Common Stock | 09/27/2012 | A | 187 <u>(1)</u>       | A | \$ 0 | 56,773 <u>(2)</u> | D |
| Common Stock | 12/20/2012 | A | 3,276 <u>(1) (3)</u> | A | \$ 0 | 56,773 <u>(2)</u> | D |
| Common Stock | 04/12/2013 | A | 174 <u>(1)</u>       | A | \$ 0 | 56,773 <u>(2)</u> | D |
| Common Stock | 06/26/2013 | A | 199 <u>(1)</u>       | A | \$ 0 | 56,773 <u>(2)</u> | D |
| Common Stock | 09/27/2013 | A | 184 <u>(1)</u>       | A | \$ 0 | 56,773 <u>(2)</u> | D |
| Common Stock | 12/20/2013 | A | 1,727 <u>(1) (3)</u> | A | \$ 0 | 56,773 <u>(2)</u> | D |
| Common Stock | 04/11/2014 | A | 178 <u>(1)</u>       | A | \$ 0 | 56,773 <u>(2)</u> | D |
|              | 06/26/2014 | A | 164 <u>(1)</u>       | A | \$ 0 | 56,773 <u>(2)</u> | D |

Common  
Stock

|                 |            |   |                    |   |      |                       |   |
|-----------------|------------|---|--------------------|---|------|-----------------------|---|
| Common<br>Stock | 09/26/2014 | A | 181 <sup>(1)</sup> | A | \$ 0 | 56,773 <sup>(2)</sup> | D |
|-----------------|------------|---|--------------------|---|------|-----------------------|---|

|                 |            |   |                                       |   |      |                       |   |
|-----------------|------------|---|---------------------------------------|---|------|-----------------------|---|
| Common<br>Stock | 12/19/2014 | A | <u>1,456</u><br><u>(1)</u> <u>(3)</u> | A | \$ 0 | 56,773 <sup>(2)</sup> | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

POLI FRANCIS C  
280 PARK AVE, 10TH FLOOR  
NEW YORK, NY 10017

See Remarks

## Signatures

/s/ Francis C.  
Poli

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 2008-2014 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 2010-2014 and accrued on unvested restricted stock units.

### Remarks:

General Counsel, Secretary, EVP

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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