

COHEN & STEERS INC

Form 4

February 01, 2011

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 *
STEERS ROBERT HAMILTON

(Last) (First) (Middle)

280 PARK AVENUE, 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)
01/31/2011

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 ____ Other (specify
below) below)
Co-Chairman, Co-Chief Executive

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)
			Code	V	Amount	(D)	Price
Common Stock					950,920	I	By the Robert H. Steers Family Trust ⁽¹⁾
Common Stock					4,000,000	I	By the Robert H. Steers Qualified Annuity Trust ⁽²⁾
	01/31/2011		A		A	\$ 0	7,121,704 D

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Common Stock 79,266
(3)

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

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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 Transaction (Instr. 3 and 4)
				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

STEERS ROBERT HAMILTON
280 PARK AVENUE, 10TH FLOOR
NEW YORK, NY 10017

Co-Chairman,Co-Chief Executive

Signatures

Salvatore Rappa,
Attorney-in-Fact 02/01/2011

**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).

Shares owned by the Robert H. Steers Family Trust for the benefit of Mr. Steers' family. Mr. Steers' spouse serves as trustee of the trust.

- (1) Mr. Steers disclaims beneficial ownership of these shares, and the filing of this report is not an admission that Mr. Steers is the beneficial owner of these shares for the purposes of Section 16 or for any other purpose.
- (2) Shares owned by the Robert H. Steers Qualified Annuity Trust, of which Mr. Steers serves as trustee. Mr. Steers disclaims beneficial ownership of these shares, and the filing of this report is not an admission that Mr. Steers is the beneficial owner of these shares for the

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purposes of Section 16 or for any other purpose.

- (3) Includes 63,413 restricted stock units (RSUs) mandatorily deferred by CNS from the reporting person's annual incentive performance bonus, plus 15,853 RSUs granted to the reporting person as a company match on such deferral. Dividends paid on CNS common stock are reflected in additional RSUs on such deferred and matching RSUs. The deferred and matching RSUs vest ratably over four years, and the dividend RSUs vest on the fourth anniversary of the grant.

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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