Form 4	TEERS REIT &	2 PREFE	RRED IN	COME FU	UND IN	С						
December 31												
FORM 4 UNITED STATES SECURI					ND EX(CHA	NGE (COMMISSION		PPROVAL		
Check thi		Was	hington,	D.C. 20	549			Number:	3235-0287			
if no long	ger STATE	MENT O	F CHAN	NERSHIP OF	Expires:	January 31, 2005						
subject to Section 1 Form 4 or	6.	r Chan	NERSIII OF	Estimated average burden hours per response								
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 17	(a) of the		ility Hold	ling Con	ipany	Act o	ge Act of 1934, f 1935 or Sectio 40	n			
(Print or Type F	Responses)											
COHEN BONNIE S C P			Symbol	2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			COHEN & STEERS REIT & PREFERRED INCOME FUND INC [RNP]					(Check all applicable)				
(Last)	(First) ((Middle)	3. Date of Earliest Transaction(Month/Day/Year)					X Director Officer (give below)	titleOth below)			
1824 PHELPS PLACE, UNIT 1810 12/29/20			-									
				ndment, Dat th/Day/Year)	-	l		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
WASHING	TON, DC 20008								More than One Re			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Aco	quired, Disposed of	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)		tion Date 2A. Deemed (y/Year) Execution Date, if any (Month/Day/Year)			4. Securi on(A) or D (D) (Instr. 3,	ispose 4 and (A)	d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
G				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock, par value \$0.001 per share	12/29/2008			S	1,254	D	\$ 5.61 (1)	0	D			
Common Stock, par value \$0.001 per share	12/29/2008			S	1,244	D	\$ 5.61 (1)	0	I	By Trust		

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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.

 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)	4. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
COHEN BONNIE 1824 PHELPS PLACE UNIT 1810 WASHINGTON, DC 20008	Х							
Signatures								
Stephen M. Benham, Attorney-in-Fact		12/31/20	08					

<u>**</u>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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.61 to \$5.63, inclusive. The reporting person undertakes to provide to Cohen & Steers REIT and Preferred Income Fund, Inc. ("RNP"), any security holder of RNP, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of

shares sold at each separate price within the range set forth in this footnote.

The reporting person disclaims beneficial ownership of the securities in The H. Rubenstein Family Charitable Trust, and this report shall(2) not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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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