COHEN & STEERS INC

Form 4

February 01, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2. Issuer Name and Ticker or Trading

COHEN & STEERS INC [CNS]

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

STEERS ROBERT HAMILTON

								(Check an applicable)					
	(Last)	(First)	(Middle)	3. Date of Earliest Transaction									
	280 PARK A				(Month/Day/Year) 01/31/2011				Director 10% Owner Officer (give title Other (specify below) Co-Chairman,Co-Chief Executive				
(Street) NEW YORK, NY 10017				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
								Person					
	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
	1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securition(A) or Dis (D) (Instr. 3, 4)	sposed	of	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								950,920	I	By the Robert H. Steers Family Tust (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 79,266 Stock (3)

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ration Date	Amount of	Derivative	Deriv	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3			3 and 4)		Own
	Security				Acquired	Acquired					Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date		Title Nu	Number		
						Exercisable Date					
				Code V	(A) (D)				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

**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

Reporting Owners 2

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purposes of Section 16 or for any other purpose.

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