

COHEN & STEERS INC
 Form 4
 February 02, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(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)
 01/31/2012

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					950,920	I	By the Robert H. Steers Family Trust ⁽¹⁾
Common Stock					3,852,334	I	By the Robert H. Steers Qualified Annuity Trust ⁽²⁾
	01/31/2012		A		A	\$ 0	7,329,787 D

Common Stock 53,355
(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 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 (Instr. 5)
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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 02/02/2012
**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 40,017 restricted stock units (RSUs) mandatorily deferred by CNS from the reporting persons annual incentive performance bonus, plus 10,004 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. Also includes 3,334 RSUs that generally vest over four years.

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.