## Edgar Filing: COHEN & STEERS INC - Form 4

COHEN & S	STEERS INC											
Form 4												
February 04	, 2014											
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
. •	• • UNITEI	) STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287		
Check th				8	,				Expires:	January 31,		
if no lon	F CHANGES IN BENEFICIAL OWNERSHIP OF						Estimated average burden hours per					
Statement of C				SECURITIES								
Form 4 of									response 0.5			
Form 5	Filed p	ursuant to	Section 1	6(a) of th	e Securit	ies E	xchange	e Act of 1934,				
obligatic may con				•	•	· ·		1935 or Section	1			
See Instr		30(h)	of the Ir	vestment	Compan	y Act	t of 194	0				
1(b).												
(Print or Type	Responses)											
(I fint of Type	(csponses)											
1. Name and A	Address of Reportin	g Person *	2 Issue	r Name <b>an</b> d	Ticker or	Tradin	ισ	5. Relationship of	Reporting Pers	on(s) to		
POLI FRANCIS C			2. Issuer Name <b>and</b> Ticker or Trading Symbol COHEN & STEERS INC [CNS]					Issuer				
(Last)	(First)	(Middle)		f Earliest Ti		L	1	(Checl	k all applicable	)		
(Eust)	(Thist)	(initiatic)		Day/Year)	ansaction			Director	10%	Owner		
280 PARK	AVENUE, 10T	Н	01/31/2	-				Officer (give	title Othe	er (specify		
FLOOR								below) General Cor	below) unsel, Secretary	v FVP		
	(Streat)		4 10 4	1 ( D								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)				
			1 neu(mo	iitii/Day/1Cai	.)			_X_ Form filed by C	one Reporting Per	rson		
NEW YOR	K, NY 10017							Form filed by M Person	ore than One Re	porting		
(City)	(Stata)	( <b>7</b> :n)										
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative S	Securi	ities Acqu	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of	2. Transaction Da			3.	4. Securit			5. Amount of	6.	7. Nature of		
Security (Instr. 3)	(Month/Day/Year	1	n Date, if	Transaction(A) or Disposed of (D)				Securities Beneficially	1	Indirect Beneficial		
(IIIsu. 5)		any (Month/I	Code (Instr. 3, 4 and 5) (Day/Year) (Instr. 8)				))	Owned				
		,	<b>,</b>					Following	Indirect (I)	(Instr. 4)		
						(A)		Reported Transaction(s)	(Instr. 4)			
						or		(Instr. 3 and 4)				
C				Code V		(D)	Price	(				
Common	01/31/2014			А	16,744 (1)	А	\$0	90,787	D			
Stock					(1)							
Common	01/31/2014			D	11,112	D	\$	79,675	D			
Stock	01/01/2011		2	(2) D	2	36.38	, , , , , , , , , , , , , , , , , , , ,	2				

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.

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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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			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				
OLI FRANCIS C 80 PARK AVENUE, 10TH FLOOR EW YORK, NY 10017			General Counsel, Secretary, EVP					
ionatures								

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P 28 N

/s/Francis C. 02/04/2014 Poli

\*\*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).

Includes 10,761 restricted stock units (RSUs) mandatorily deferred by CNS from the reporting persons annual incentive performance bonus. Dividends paid on CNS common stock are reflected in additional RSUs on such deferred RSUs. The deferred RSUs vest ratably (1) over four years, and the dividend RSUs vest on the fourth anniversary of the grant. Also includes 5,983 RSUs that generally vest over four years.

Represents the withholding by Cohen & Steers of a sufficient number of shares of common stock to satisfy the reporting person's tax (2) obligations upon the vesting and delivery of previously reported restricted stock units.

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.