Edgar Filing: COHEN & STEERS INC - Form 4

COHEN & S Form 4 February 02,	STEERS INC									
FORM	Л							OMB AF	PROVAL	
	UNITED S	Washington, D.C. 20549						OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 c Form 5 obligatio may cont <i>See</i> Instr 1(b).	6. r Filed purs ns tinue.	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 20(k) of the Investment Company Act of 1040							January 31, 2005 average irs per 0.5	
(Print or Type]	Responses)									
McCombe John J Symbo			ssuer Name and Ticker or Trading bol HEN & STEERS INC [CNS]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	(Che					(Check	k all applicable)		
COHEN & PARK AVE	STEERS, INC., 28 ENUE		(Month/Day/Year) 01/31/2007				Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President			
	(Street)		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			
NEW YOR	K, NY 10017						Form filed by M Form filed by M Person			
(City)	(State) (Z	Zip) Ta	ble I - Non-	Derivative S	Securi	ities Acqu	uired, Disposed of,	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if		Code	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$0.01 per share	01/31/2007		Code V F	Amount 87,131 (1)	(D)	Price \$ 47.97	(Instr. 3 and 4) 436,695	D		

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)	Code	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr. 5)	9. Nu Deriv Secu 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						
1	Director	10% Owner	Officer	Other			
McCombe John J COHEN & STEERS, INC. 280 PARK AVENUE NEW YORK, NY 10017			Executive Vice President				
Signatures							
Lawrence B. Stoller, Attorney- McCombe	in-Fact fo	or John	02/02/2007				

**Signature of Reporting Person

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).
- (1) Represents the withholding by the Company of a sufficient number of shares of common stock to satisfy Mr. McCombe's tax obligation upon the delivery of previously reported restricted stock units.

Date

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.