

COHEN & STEERS INC  
Form 4  
June 12, 2015

**FORM 4**

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

OMB APPROVAL

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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 AVE, 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)  
04/15/2011

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)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					4,478,840	I	By the Steers 2014 Descendants Trust <sup>(1)</sup>
Common Stock					950,920	I	By the Robert H. Steers Family Trust <sup>(2)</sup>
Common Stock	04/15/2011		A	565 <sup>(3)</sup>	A \$ 0	6,635,509 <sup>(4)</sup>	D
	06/28/2011		A	487 <sup>(3)</sup>	A \$ 0	6,635,509 <sup>(4)</sup>	D

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Common Stock								
Common Stock	09/28/2011	A	5,449 (3) (5)	A	\$ 0	6,635,509 (4)	D	
Common Stock	12/28/2011	A	561 (3)	A	\$ 0	6,635,509 (4)	D	
Common Stock	04/13/2012	A	576 (3)	A	\$ 0	6,635,509 (4)	D	
Common Stock	06/28/2012	A	592 (3)	A	\$ 0	6,635,509 (4)	D	
Common Stock	09/27/2012	A	657 (3)	A	\$ 0	6,635,509 (4)	D	
Common Stock	12/20/2012	A	8,057 (3) (5)	A	\$ 0	6,635,509 (4)	D	
Common Stock	04/12/2013	A	607 (3)	A	\$ 0	6,635,509 (4)	D	
Common Stock	06/26/2013	A	690 (3)	A	\$ 0	6,635,509 (4)	D	
Common Stock	09/27/2013	A	646 (3)	A	\$ 0	6,635,509 (4)	D	
Common Stock	12/20/2013	A	4,596 (3) (5)	A	\$ 0	6,635,509 (4)	D	
Common Stock	04/11/2014	A	605 (3)	A	\$ 0	6,635,509 (4)	D	
Common Stock	06/26/2014	A	561 (3)	A	\$ 0	6,635,509 (4)	D	
Common Stock	09/26/2014	A	613 (3)	A	\$ 0	6,635,509 (4)	D	
Common Stock	12/19/2014	A	4,056 (3) (5)	A	\$ 0	6,635,509 (4)	D	

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

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(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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative Security	Code	V	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 3 and 4)
			(A)	(D)					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEERS ROBERT HAMILTON 280 PARK AVE, 10TH FLOOR NEW YORK, NY 10017	X	X	Chief Executive Officer	

## Signatures

/s/ Francis C. Poli,  
Attorney-in-Fact  
06/12/2015

\_\_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).
- (1) Shares owned by the Steers 2014 Descendents' Trust for the benefit of Mr. Steers' family. Members of Mr. Steers' immediate family serve as trustees of the trust. Mr. Steers disclaims beneficial ownership of these shares, and the filing of this Form 4 is not an admission that Mr. Steers is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
  - (2) Shares owned by the Robert H. Steers Family Trust for the benefit of Mr. Steers' family. A member of Mr. Steers' immediate family serves as trustee of the trust. Mr. Steers disclaims beneficial ownership of these shares, and the filing of this Form 4 is not an admission that Mr. Steers is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
  - (3) Represents the acquisition of dividend equivalent restricted stock units in connection with the issuer's quarterly dividends for 2011-2014 and accrued on unvested restricted stock units.  
This Form 4 is being filed to report dividend equivalent restricted stock units accrued to the Reporting Person which were not eligible for exemption from reporting under Rule 16a-11. All such dividend equivalent restricted stock units were previously included in the Amount of Securities Beneficially Owned Following Reported Transaction column in each Form 4 filing subsequent to the respective accrual. The Amount of Securities Beneficially Owned Following Reported Transaction column in this filing represents the amount of securities beneficially owned by the Reporting Person at the date of filing.
  - (5) Represents the acquisition of dividend equivalent restricted stock units in connection with the issuer's special dividends for 2011-2014 and accrued on unvested 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.