

COHEN & STEERS INC
 Form 4
 January 31, 2006

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 *
 Carl James Scott

(Last) (First) (Middle)

C/O COHEN & STEERS, INC, 280
 PARK AVENUE

(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)
 01/27/2006

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)

Executive Vice President

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)
Common Stock, par value \$0.01 per share	01/27/2006		A	(A) or (D) Amount Price	53,495 (1) \$ 0 600,489 (2)	D	

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

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 (9-02)

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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)	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 Owned Following Reporting Transaction (Instr. 6)
				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
Corl James Scott C/O COHEN & STEERS, INC 280 PARK AVENUE NEW YORK, NY 10017			Executive Vice President	

Signatures

Lawrence Stoller, Attorney-in-Fact for James Corl

 **Signature of Reporting Person

01/31/2006

 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) Includes 9,591 restricted stock units (RSUs) mandatorily deferred by the Company from Mr. Corl's annual discretionary bonus, plus 2,397 RSUs granted to Mr. Corl as a company match on his mandatory bonus deferral. These RSUs will generally vest on the third anniversary of grant. Also includes 6,394 RSUs voluntarily deferred by Mr. Corl from his annual discretionary bonus, plus 1,598 RSUs granted to Mr. Corl as a company match on his voluntary bonus deferral. These RSUs generally will be delivered on the third anniversary of grant. Also includes 33,515 RSUs that vest one-fifth ratably on each of January 27, 2007, 2008, 2009, 2010 and 2011. All fo these RSUs were granted pursuant to the Company's 2004 Stock Incentive Plan.
- (2) Includes 2,108 shares acquired pursuant to the Company's 2004 Employee Stock Purchase Plan. Also includes 481 RSUs acquired pursuant to a dividend reinvestment feature under the Stock Incentive Plan.

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.