

COHEN & STEERS INC  
Form 4  
March 27, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 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)  
03/26/2015

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)  
\_X\_ 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					950,920	I	By the Robert H. Steers Family Trust <sup>(1)</sup>
Common Stock					4,478,840	I	Steers 2014 Descendents Trust <sup>(2)</sup>
Common Stock	03/26/2015		A	605 <sup>(3)</sup> A	\$ 0 6,635,509	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 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 Transaction (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			Chief Executive Officer	

## Signatures

/s/Francis C. Poli,  
Attorney-in-Fact

03/27/2015

\*\*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).

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 purposes of Section 16 or for any other purpose.

Shares owned by the Steers 2014 Descendents Trust for the benefit of Mr. Steers family. Mr. Steers spouse and sister-in-law serve as trustees of the trust. 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 purposes of Section 16 or for any other purpose.  
(2)

Represents the acquisition of dividend equivalent restricted stock units in connection with the issuers first quarter 2015 dividend and accrued to the reporting person on unvested restricted stock units granted in January 2012, January 2013, January 2014, and January 2015.  
(3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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

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