

COHEN & STEERS INC

Form 4

January 28, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COHEN MARTIN

(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)

01/25/2008

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)

Co-Chairman and Co-CEO

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	01/25/2008		A	113,615 (1)	A \$ 0 10,574,718 (2)	D	
Common Stock, par value \$0.01 per share	01/25/2008 ⁽³⁾		P	0 ⁽³⁾	A \$ 0 ⁽³⁾ 1,340,701 ⁽⁴⁾	I	See footnote (4)

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**

SEC 1474
(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 Beneficially Owned Following Reported 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
COHEN MARTIN C/O COHEN & STEERS, INC. 280 PARK AVENUE NEW YORK, NY 10017	X Co-Chairman and Co-CEO

Signatures

Salvatore Rappa, Attorney-in-Fact for Martin
Cohen 01/28/2008

**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 90,892 restricted stock units (RSUs) mandatorily deferred by the Company from Mr. Cohen's annual discretionary bonus, plus
- (1) 22,723 RSUs granted to Mr. Cohen as a Company match on his mandatory bonus deferral. These RSUs will generally vest ratably over four years.
- Includes 643 total RSUs acquired pursuant to a dividend reinvestment feature under the Company's 2004 Stock Incentive Plan. Does not
- (2) include 1,340,701 shares held in trust for the benefit of Mr. Cohen's family. Mr. Cohen's spouse is the trustee of the trust. Mr. Cohen disclaims beneficial ownership of these securities for the purposes of Section 16 and for any other purposes.
- (3) Disregard entries in the second row for columns 2, 2A, 3 and 4, which entries were provided solely to allow transmission of second row information in columns 1,5,6 and 7.
- (4) These shares are held by the Martin Cohen 1998 Family Trust for the benefit of Mr. Cohen's family. Mr. Cohen's spouse is the trustee of the trust. Mr. Cohen disclaims beneficial ownership of these securities for purposes of Section 16 and for any other purposes.

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

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