

COHEN & STEERS INC
Form 4
January 28, 2008

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)

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 01/25/2008 | | A | | 113,615 (1) | A | \$ 0 |
| | | | | | 10,960,812 (2) | D | |
| Common Stock, par value \$0.01 per share | 01/25/2008(3) | | P | | 0 (3) | A | \$ 0 (3) |
| | | | | | 950,920 (4) | I | See footnote (4) |

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 Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STEERS ROBERT HAMILTON 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 Robert H. Steers
Date: 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).
 - (1) Includes 90,892 restricted stock units (RSUs) mandatorily deferred by the Company from Mr. Steers' annual discretionary bonus, plus 22,723 RSUs granted to Mr. Steers as a Company match on his mandatory bonus deferral. These RSUs will generally vest ratably over four years.
 - (2) Includes 643 total RSUs acquired pursuant to a dividend reinvestment feature under the Company's 2004 Stock Incentive Plan. Does not include 950,920 shares held in trust for the benefit of Mr. Steers' family. Mr. Steers' spouse is the trustee of the trust. Mr. Steers 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 for transmission of second row information in columns 1, 5, 6 and 7.
 - (4) These shares are held by the Robert H. Steers Family Trust for the benefit of Mr. Steers' family. Mr. Steers' spouse is the trustee of the trust. Mr. Steers 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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