

COHEN & STEERS INC
Form 4
February 02, 2012

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

2. Issuer Name and Ticker or Trading Symbol
COHEN & STEERS INC [CNS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
280 PARK AVENUE, 10TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2012

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Co-Chairman, Co-Chief Executive

NEW YORK, NY 10017

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 950,920 | I | By the Robert H. Steers Family Trust ⁽¹⁾ |
| Common Stock | | | | | 3,852,334 | I | By the Robert H. Steers Qualified Annuity Trust ⁽²⁾ |
| | 01/31/2012 | | A | A | \$ 0 | 7,329,787 | D |

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purposes of Section 16 or for any other purpose.

- (3) Includes 40,017 restricted stock units (RSUs) mandatorily deferred by CNS from the reporting persons annual incentive performance bonus, plus 10,004 RSUs granted to the reporting person as a company match on such deferral. Dividends paid on CNS common stock are reflected in additional RSUs on such deferred and matching RSUs. The deferred and matching RSUs vest ratably over four years, and the dividend RSUs vest on the fourth anniversary of the grant. Also includes 3,334 RSUs that generally vest over four years.

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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