

COHEN & STEERS INC  
Form 4  
June 12, 2015

**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 \*  
COHEN MARTIN

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 AVE, 10TH FLOOR  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/13/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Chairman

NEW YORK, NY 10017  
(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D) Price	1,340,701	I	By the Martin Cohen 1998 Family Trust <sup>(1)</sup>
Common Stock	04/13/2012		A	576 <sup>(2)</sup> A \$ 0	11,513,341 <sup>(3)</sup>	D	
Common Stock	06/28/2012		A	592 <sup>(2)</sup> A \$ 0	11,513,341 <sup>(3)</sup>	D	
	09/27/2012		A	657 <sup>(2)</sup> A \$ 0	11,513,341 <sup>(3)</sup>	D	

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Common Stock							
Common Stock	12/20/2012	A	8,057 (2) (4)	A	\$ 0	11,513,341 (3)	D
Common Stock	04/12/2013	A	607 (2)	A	\$ 0	11,513,341 (3)	D
Common Stock	06/26/2013	A	690 (2)	A	\$ 0	11,513,341 (3)	D
Common Stock	09/27/2013	A	646 (2)	A	\$ 0	11,513,341 (3)	D
Common Stock	12/20/2013	A	4,596 (2) (4)	A	\$ 0	11,513,341 (3)	D
Common Stock	04/11/2014	A	605 (2)	A	\$ 0	11,513,341 (3)	D
Common Stock	06/26/2014	A	561 (2)	A	\$ 0	11,513,341 (3)	D
Common Stock	09/26/2014	A	613 (2)	A	\$ 0	11,513,341 (3)	D
Common Stock	12/19/2014	A	4,056 (2) (4)	A	\$ 0	11,513,341 (3)	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 Beneficially Owned (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 280 PARK AVE, 10TH FLOOR NEW YORK, NY 10017	X	X	Executive Chairman	

## Signatures

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

06/12/2015

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).
  - (1) Shares held by the Martin Cohen 1998 Family Trust for the benefit of Mr. Cohen's family. A member of Mr. Cohen's immediate family serves as trustee of the trust. Mr. Cohen disclaims beneficial ownership of these shares, and the filing of this Form 4 is not an admission that Mr. Cohen 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 issuer's quarterly dividends for 2012-2014 and accrued on unvested restricted stock units.
 

This Form 4 is being filed to report dividend equivalent restricted stock units accrued to the Reporting Person which were not eligible for exemption from reporting under Rule 16a-11. All such dividend equivalent restricted stock units were previously included in the Amount of Securities Beneficially Owned Following Reported Transaction column in each Form 4 filing subsequent to the respective accrual. The Amount of Securities Beneficially Owned Following Reported Transaction column in this filing represents the amount of securities beneficially owned by the Reporting Person at the date of filing.
  - (4) Represents the acquisition of dividend equivalent restricted stock units in connection with the issuer's special dividends for 2012-2014 and accrued on unvested restricted stock units.

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.