

COHEN & STEERS INC
Form 4
January 30, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

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

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

C/O COHEN & STEERS, INC., 280 PARK AVENUE

01/26/2007

Co-Chairman and Co-CEO

(Street)

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

NEW YORK, NY 10017

(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 Indirect Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | Code | V | Amount or Price | | | |
| Common Stoc, par value \$0.01 per share | 01/26/2007 | | A | | 47,324 ⁽¹⁾ | A | \$ 0 10,849,777 | D |
| Common Stock, par value \$0.01 per share | 01/27/2006 | | F | | 3,687 ⁽²⁾ | D | \$ 47.75 10,846,090 ⁽³⁾ | D |
| Common Stock, par value \$0.01 per share | 01/27/2007 | | P ⁽⁴⁾ | | 0 ⁽⁴⁾ | A | \$ 0 ⁽⁴⁾ 950,920 ⁽⁵⁾ | I |

See footnote ⁽⁵⁾

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| STEERS ROBERT HAMILTON C/O COHEN & STEERS, INC. 280 PARK AVENUE NEW YORK, NY 10017 | X | X | Co-Chairman and Co-CEO | |

Signatures

Lawrence B. Stoller, Attorney-in-Fact for Robert H. Steers
Date: 01/30/2007

__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 8,321 restricted stock units (RSUs) that vest ratably over five years. Also includes 27,043 RSUs mandatorily deferred by the Company from Mr. Steers' annual discretionary bonus, plus 6,760 RSUs granted to Mr. Steers as a Company match on his mandatory bonus deferral. These RSUs will generally vest ratably over four years. Also includes 4,160 RSUs voluntarily deferred by Mr. Steers from his annual discretionary bonus, plus 1,040 RSUs granted to Mr. Steers as a Company match on his voluntary bonus deferral. These RSUs will generally be delivered on the third anniversary of grant.

(2) Represents the withholding by the Company of a sufficient number of shares of common stock to satisfy Mr. Steers' tax obligations on the vesting of 10,895 previously reported RSUs.

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- Includes 1,373 total RSUs acquired pursuant to a dividend reinvestment feature under the Company's 2004 Stock Incentive Plan. Does
- (3) not include 950,920 shares held in a 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 purpose.
 - (4) Disregard entries in the third row for columns 2, 2A, 3 and 4, which entries were provided solely to allow transmission of third row information in columns 1, 5, 6 and 7.
 - (5) These shares are held by the Robert Steers Family Trust for the benefit of Mr. Steers' family. Mr. Steers' wife is the trustee of the trust. Mr. Steers disclaims beneficial ownership of these securities for Section 16 purposes or for any other purpose.

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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