Edgar Filing: COHEN & STEERS INC - Form 4

| COHEN & ST | FEERS INC | | | | | | | | | |
|--|---|---|--|--|--------------------|---------|--|--|---|--|
| Form 4 | | | | | | | | | | |
| April 05, 2016 | 5 | | | | | | | | | |
| FORM | Λ | | | | | | | | PPROVAL | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | OMB Number: | 3235-0287 | | |
| Check this | | | | | | | | Expires: | January 31, | |
| if no longe subject to | STATEM | ENT OF CHAN | GES IN F | BENEFI | CIA | L OW | NERSHIP OF | Estimated a | 2005 2005 | |
| Section 16 | | | SECUR | ITIES | | | | burden hou | • | |
| Form 4 or | | | | | | | | response | • | |
| Form 5 obligations | - · | uant to Section 1 | | | | - | | | | |
| may contir | |) of the Public U | • | • | | | | n | | |
| <i>See</i> Instruct 1(b). | | 30(h) of the In | vestment (| Company | y Act | of 19 | 40 | | | |
| (Print or Type Re | esponses) | | | | | | | | | |
| 1. Name and Ad Simon Richar | ldress of Reporting P rd P | Symbol | r Name and | | | - | 5. Relationship of Issuer | Reporting Per | son(s) to | |
| | | | | | | ונ | (Chec | k all applicable | e) | |
| (Last) | (First) (M | | f Earliest Tra | insaction | | | V D' | 100 | | |
| 280 PARK A | VE, 10TH FLOO | (Month/E DR 04/01/2 | - | | | | X Director Officer (give below) | | b Owner er (specify | |
| | (Street) | 4. If Ame | ndment, Dat | e Original | | | 6. Individual or Jo | oint/Group Filin | Filing(Check | |
| | | | nth/Day/Year) | - | | | Applicable Line) | 1 | | |
| NEW YORK | , NY 10017 | | | | | | _X_ Form filed by 0 Form filed by M Person | | | |
| (City) | (State) (| Zip) Tabl | | | | | | | | |
| (City) | (State) (| Tabl | e I - Non-Do | erivative S | Securi | ties Ac | quired, Disposed of | f, or Beneficial | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securit onAcquired Disposed (Instr. 3, | l (A) o l of (D |) | Securities Beneficially Owned | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | (D) | Price | (msu. 5 and 4) | | | |
| Common Stock | 04/01/2016 | | А | 641 <u>(1)</u> | А | \$0 | 32,211 | D | | |

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 required to respond unless the form displays a currently valid OMB control number.

 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. Transacti Code (Instr. 8) | of | (Month/Day ive es ed ed | Date | 7. Title Amoun Under Securi (Instr. | nt of lying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---------------------------------------|--------|-------------------------------------|--------------------|---|--|---|--|
| | | | | Code V | (A) (E |) Date Exercisable | Expiration Date | | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|---------|-------|--|
| reporting of the rame (rame of | Director | 10% Owner | Officer | Other | |
| Simon Richard P 280 PARK AVE, 10TH FLOOR NEW YORK, NY 10017 | Х | | | | |
| Signatures | | | | | |
| /s/ Francis C. Poli, Attorney-in-Fact | | 4/05/2016 | | | |
| **Signature of Reporting Person | | Date | | | |
| E | | | | | |

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) Represents shares of common stock underlying restricted stock units granted by the issuer to the reporting person. Such restricted stock units were 100% vested on the date of grant and will be delivered to the reporting person on the third anniversary of the date of grant.

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.