

COHEN & STEERS INC
Form 4
February 02, 2016

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 AVE, 10TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
01/29/2016

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

Chief Executive Officer

(Street)
NEW YORK, NY 10017

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

(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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	Amount		By the Steers 2014 Descendents' Trust ⁽¹⁾
				Code V	Price		
Common Stock					4,478,840	I	
Common Stock					950,920	I	By the Robert H. Steers Family Trust ⁽²⁾
Common Stock	01/29/2016		A	63,263 ⁽³⁾	A \$ 0	D	
	01/29/2016		D		6,676,702	D	

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that Mr. Steers is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

Includes 49,516 restricted stock units ("RSUs") granted by the issuer to the reporting person, which represents the portion of the reporting person's 2015 annual incentive performance bonus that was mandatorily deferred by the issuer pursuant to the issuer's Mandatory Stock

- (3) Bonus Program. Also includes 13,747 RSUs granted by the issuer to the reporting person. Any dividends paid on the issuer's common stock are paid in additional RSUs (the "dividend RSUs"). The RSUs vest ratably over four years, and the dividend RSUs vest on the fourth anniversary of the grant date of the RSUs.
- (4) Represents the withholding by the issuer of a sufficient number of shares of common stock to satisfy the reporting person's tax obligations upon the vesting of previously reported RSUs and delivery of the common stock underlying such RSUs.

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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