

COHEN & STEERS INC  
 Form 4  
 February 02, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

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

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 11/03/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					1,340,701	I	By the Martin Cohen 1998 Family Trust <sup>(1)</sup>
Common Stock	11/03/2011		G <sup>(2)</sup>	296,000 D	\$ 0 10,446,672	D	
Common Stock	01/31/2012		A	53,355 <sup>(3)</sup> A	\$ 0 10,500,027	D	

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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 Owned Following Transaction (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
COHEN MARTIN 280 PARK AVENUE, 10TH FLOOR NEW YORK, NY 10017			Co-Chairman, Co-Chief Executive	

## Signatures

Salvatore Rappa,  
Attorney-in-Fact

02/02/2012

\_\_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).
- Shares held by the Martin Cohen 1998 Family Trust for the benefit of Mr. Cohens family. Mr. Cohens spouse is the trustee of the trust.
- (1) Mr. Cohen disclaims beneficial ownership of these shares, and the filing of this report is not an admission that Mr. Cohen is the beneficial owner of these shares for the purposes of Section 16 and for any other purpose.
  - (2) This transaction involved a gift of securities by the reporting person.
  - (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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