

COHEN & STEERS REIT & PREFERRED INCOME FUND INC
 Form 5
 February 11, 2011

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 STEERS ROBERT HAMILTON

2. Issuer Name and Ticker or Trading Symbol
 COHEN & STEERS REIT & PREFERRED INCOME FUND INC [RNP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Co-Chairman

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2010

280 PARK AVENUE
 (Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

NEW YORK, NY 10017

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|-------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock, par value \$0.001 per share | 12/10/2010 | | G | 15 ⁽¹⁾ D \$ 0 | 124,787.2253 | D | |
| Common Stock, par value \$0.001 | 12/13/2010 | | G | 15 ⁽²⁾ D \$ 0 | 124,772.2253 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| STEERS ROBERT HAMILTON 280 PARK AVENUE NEW YORK, NY 10017 | Â | Â | Â Co-Chairman | Â |

Signatures

Tina M. Payne,
Attorney-in-Fact

02/11/2011

__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 were gifted to a nephew, for no monetary compensation.
- (2) Shares were gifted to a niece for no monetary compensation.
- (3) Shares were gifted to a nephew for no monetary compensation.
- (4) Shares were acquired through dividend reinvestments at various prices at fair market value throughout the 2010 reporting year.
- (5) The reporting person disclaims beneficial ownership of the securities in the children's accounts, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (6) Shares were acquired through dividend reinvestments at various prices at fair market value throughout the 2010 reporting year.
- (7) Shares were acquired through dividend reinvestments at various prices at fair market value throughout the 2010 reporting year.
The reporting person disclaims beneficial ownership of the securities in The Grandview Steers Foundation account, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose
- (8) Shares were acquired through dividend reinvestments at various prices at fair market value throughout the 2010 reporting year.
- (9) Shares were acquired through dividend reinvestments at various prices at fair market value throughout the 2010 reporting year.
- (10) The reporting person disclaims beneficial ownership of the securities in spouse's account, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.