COHEN & STEERS INC

Form 4 January 31, 2006

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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January 31, 2005

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response...

SECURITIES

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

PARK AVENUE

(Print or Type Responses)

1. Name and Address of Reporting Person * Gomez Victor M.

(First)

COHEN & STEERS, INC., 280

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

COHEN & STEERS INC [CNS]

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

01/27/2006

(Check all applicable)

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

below) Chief Accounting Officer

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

NEW YORK, NY 10017

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(State)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount

Α

Transaction(s) (Instr. 3 and 4)

Common

Stock, par 01/27/2006 value \$0.01 per share

(D) Price 3,714

197,077 ⁽²⁾

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative				Securities		(Instr. 5)	Bene
	Derivative				Securities Acquired (A) or			(Instr. 3	and 4)		Own
	Security										Follo
	•										Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
								Λ.	mount		
									mount		
						Date	Expiration Date	Title N	r Jumber		
						Exercisable		Title Numb			
				C + V	(A) (D)						
			Code V (A) (D)					S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Gomez Victor M. COHEN & STEERS, INC. 280 PARK AVENUE NEW YORK, NY 10017

Chief Accounting Officer

Signatures

Lawrence Stoller, Attorney-in-Fact for Victor Gomez

01/31/2006

**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 849 restricted stock units (RSUs) mandatorily deferred by the Company from Mr. Gomez's annual discretionary bonus, plus 212 RSUs granted to Mr. Gomez as a company match on his mandatory bonus deferral. These RSUs will generally vest on the third

- (1) anniversary of the grant. Also Includes 2,123 RSUs voluntarily deferred by Mr. Gomez from his annual discretionary bonus, plus 530 RSUs granted to Mr. Gomez as a company match on his voluntary bonus deferral. These RSUs will generally vest on the third anniversary of the grant. All of the RSUs were granted pursuant to the Company's 2004 Stock Incentive Plan.
- Includes 1,381 shares acquired under the Company's 2004 Employee Stock Purchase Plan through December 31, 2005. Also includes 74 RSUs acquired pursuant to a dividend reinvestment feature under the Stock Incentive Plan.

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.

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