#### **COHEN & STEERS INC**

Form 4

January 31, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** obligations may continue.

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 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* STOLLER LAWRENCE B

(Street)

(State)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

COHEN & STEERS INC [CNS]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify

C/O COHEN & STEERS, INC., 280 01/27/2006

(Zip)

PARK AVENUE

6. Individual or Joint/Group Filing(Check

General Counsel

Applicable Line)

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

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

NEW YORK, NY 10017

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4) Reported

(A) Code V Amount (D)

Transaction(s) (Instr. 3 and 4) Price

Common

(City)

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

25.095 Α (1)

\$0 432,828 (2)

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	Derivative		Securities		(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)			Owne	
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	Title	or Namel		
									Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

STOLLER LAWRENCE B C/O COHEN & STEERS, INC. 280 PARK AVENUE NEW YORK, NY 10017

General Counsel

# **Signatures**

Lawrence 01/31/2006 Stoller

\*\*Signature of Date Reporting Person

# **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).

1,082 RSUs granted to Mr. Stoller as a company match on his mandatory bonus deferral. These RSUs generally vest on the third anniversary of grant. Also includes 2,887 RSUs voluntarily deferred by Mr. Stoller from his annual discretionary bonus, plus 721 RSUs granted to Mr. Stoller as a company match on his voluntary bonus deferral. These RSUs generally will be delivered on the third anniversary of grant. Also includes 16,074 RSUs that vest one-third ratably on each of January 27, 2007, 2008, 2009, 2010 and 2011. All of these RSUs were granted pursuant to the Company's 2004 Stock Incentive Plan.

Includes 4,331 restricted stock units (RSUs) mandatorily deferred by the Copmpany from Mr. Stoller's annual discretionary bonus, plus

Includes 3,146 shares acquired under the Company's 2004 Employee Stock Purchase Plan through December 31, 2005. Also includes 232 RSUs acquired pursuant to a dividend reinvestment feature in 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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