

COHEN & STEERS REIT & PREFERRED INCOME FUND INC

Form 4/A

January 24, 2012

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 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)

C/O COHEN & STEERS, INC., 280 PARK AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
01/19/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
01/23/2012

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)						
			Code	V	Amount					
Common Stock, par value \$0.001 per share	01/19/2012		S(1)		5,000	D	\$ 14.7933	54,753	I	By Foundation (2)
Common Stock, par value \$0.001 per share	01/19/2012		S(1)		500	D	\$ 14.7933	19,943.9012	I	In Children's Account (3)

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Common Stock, par value \$0.001 per share	01/19/2012	S ⁽¹⁾	500	D	\$ 14.7933	19,443.9012	I	In Children's Account ⁽³⁾
Common Stock, par value \$0.001 per share	01/19/2012	S ⁽¹⁾	500	D	\$ 14.7933	18,943.9012	I	In Children's Account ⁽³⁾
Common Stock, par value \$0.001 per share	01/19/2012	S ⁽¹⁾	500	D	\$ 14.7933	18,443.9012	I	In Children's Account ⁽³⁾
Common Stock, par value \$0.001 per share	01/20/2012	S ⁽¹⁾	5,000	D	\$ 14.8433	49,753	I	By Foundation ⁽²⁾
Common Stock, par value \$0.001 per share	01/20/2012	S ⁽¹⁾	500	D	\$ 14.8433	17,943.9012	I	In Children's Account ⁽³⁾
Common Stock, par value \$0.001 per share	01/20/2012	S ⁽¹⁾	500	D	\$ 14.8433	17,443.9012	I	In Children's Account ⁽³⁾
Common Stock, par value \$0.001 per share	01/19/2012	S ⁽¹⁾	500	D	\$ 14.8433	16,943.9012	I	In Children's Account ⁽³⁾
Common Stock, par value \$0.001 per share	01/19/2012	S ⁽¹⁾	500	D	\$ 14.8433	16,443.9012	I	In Children's Account ⁽³⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEERS ROBERT HAMILTON C/O COHEN & STEERS, INC. 280 PARK AVENUE NEW YORK, NY 10017	X		Co-Chairman	

Signatures

Tina M. Payne,
Attorney-in-Fact

01/24/2012

__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).

(1) This filing is being amended only to reflect a transaction code of "S" rather than a transaction code of "D."

(2) This 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.

(3) This 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.

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.