

COHEN & STEERS REIT & PREFERRED INCOME FUND INC
Form N-PX
August 31, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

Investment Company Act file number 811-21326

Cohen & Steers REIT and Preferred Income Fund, Inc.

(Exact name of registrant as specified in charter)

757 Third Avenue
New York, NY

10017

(Address of principal executive offices)

(Zip code)

Lawrence B. Stoller
Cohen & Steers
757 Third Avenue
New York, NY 10017

(Name and address of agent for service)

Registrant's telephone number, including area code: 212-832-3232

Date of fiscal year end: 12/31

Date of reporting period: 07/01/2003 - 06/30/2004

ITEM 1. PROXY VOTING RECORD

The information contained herein discloses the following information for each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report and with respect to which the registrant was entitled to vote:

- (a) The name of the issuer of the portfolio security;
- (b) The exchange ticker symbol of the portfolio security;
- (c) The Council on Uniform Securities Identification Procedures ("CUSIP") number for the portfolio security;
- (d) The shareholder meeting date;
- (e) A brief identification of the matter voted on;
- (f) Whether the matter was proposed by the issuer or by a security holder;
- (g) Whether the registrant cast its vote on the matter;
- (h) How the registrant cast its vote (e.g., for or against proposal, or abstain; for or withhold regarding election of directors); and
- (i) Whether the registrant cast its vote for or against management.

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Cohen & Steers REIT and Preferred Income Fund

 AMLI RESIDENTIAL PROPERTIES TRUST Meeting Type: Annual Agenda: 932111913
 CUSIP: 001735109 Meeting Date: 4/26/2004 ISIN:
 Ticker: AML

Proposal	Type	Vote	For/A Mana
01 PHILIP N. TAGUE	Mgmt	For	
ADAM S. METZ	Mgmt	For	
JOHN E. ALLEN	Mgmt	For	
02 TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For	

 ARCHSTONE-SMITH TRUST Meeting Type: Annual Agenda: 932122574
 CUSIP: 039583109 Meeting Date: 5/20/2004 ISIN:
 Ticker: ASN

Proposal	Type	Vote	For/A Mana
01 NED S. HOLMES	Mgmt	For	
R. SCOT SELLERS	Mgmt	For	
RUTH ANN M. GILLIS	Mgmt	For	
ERNEST A. GERARDI, JR.	Mgmt	For	
02 RATIFICATION OF APPOINTMENT OF KPMG LLP AS AUDITORS FOR CURRENT FISCAL YEAR.	Mgmt	For	
03 SHAREHOLDER PROPOSAL REGARDING SEVERANCE AGREEMENTS.	Shr	For	A

 ARDEN REALTY, INC. Meeting Type: Annual Agenda: 932140320
 CUSIP: 039793104 Meeting Date: 5/11/2004 ISIN:
 Ticker: ARI

Proposal	Type	Vote	For/A Mana
01 ALAN I. ROTHENBERG	Mgmt	For	
LESLIE E. BIDER	Mgmt	For	
STEVEN C. GOOD	Mgmt	For	
02 STOCKHOLDER PROPOSAL REGARDING SEVERANCE AGREEMENTS FOR SENIOR EXECUTIVES.	Shr	For	A

 BRANDYWINE REALTY TRUST Meeting Type: Annual Agenda: 932125796
 CUSIP: 105368203 Meeting Date: 5/3/2004 ISIN:
 Ticker: BDN

Proposal	Type	Vote	For/A Mana
01 GERARD H. SWEENEY	Mgmt	For	

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	CHARLES P. PIZZI	Mgmt	For	
	ANTHONY A. NICHOLS, SR.	Mgmt	For	
	ROBERT C. LARSON	Mgmt	For	
	DONALD E. AXINN	Mgmt	For	
	WALTER D'ALESSIO	Mgmt	For	
	D. PIKE ALOIAN	Mgmt	For	
02	SHAREHOLDER PROPOSAL REGARDING SEVERANCE AGREEMENTS	Shr	For	

CAMDEN PROPERTY TRUST		Agenda: 932112042
CUSIP: 133131102	Meeting Type: Annual	
Ticker: CPT	Meeting Date: 5/5/2004	ISIN:

Proposal		Type	Vote	For/A Mana
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01	RICHARD J. CAMPO	Mgmt	For	
	D. KEITH ODEN	Mgmt	For	
	STEVEN A. WEBSTER	Mgmt	For	
	LEWIS A. LEVEY	Mgmt	For	
	SCOTT S. INGRAHAM	Mgmt	For	
	GEORGE A. HRDLICKA	Mgmt	For	
	F. GARDNER PARKER	Mgmt	For	
	WILLIAM R. COOPER	Mgmt	For	

CARRAMERICA REALTY CORPORATION		Agenda: 932124035
CUSIP: 144418100	Meeting Type: Annual	
Ticker: CRE	Meeting Date: 4/29/2004	ISIN:

Proposal		Type	Vote	For/A Mana
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01	ROBERT E. TORRAY	Mgmt	For	
	THOMAS A. CARR	Mgmt	For	
	PHILIP L. HAWKINS	Mgmt	For	
	TIMOTHY HOWARD	Mgmt	For	
	ANDREW F. BRIMMER	Mgmt	For	
	WESLEY S. WILLIAMS, JR.	Mgmt	For	

01	JOAN CARTER	Mgmt	For	
02	TO LIMIT THE LENGTH OF SERVICE OF THE MEMBERS OF THE BOARD OF DIRECTORS TO SIX YEARS	Shr	Against	

CEDAR SHOPPING CENTERS, INC.		Agenda: 932166588
CUSIP: 150602209	Meeting Type: Annual	
Ticker: CDR	Meeting Date: 6/29/2004	ISIN:

Proposal		Type	Vote	For/A Mana
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01	EVERETT B. MILLER, III	Mgmt	For	
	ROGER M. WIDMANN	Mgmt	For	
	LEO S. ULLMAN	Mgmt	For	
	RICHARD HOMBURG	Mgmt	For	
	JAMES J. BURNS	Mgmt	For	
	BRENDA J. WALKER	Mgmt	For	
02	TO APPROVE THE 2004 STOCK INCENTIVE PLAN.	Mgmt	Against	
03	TO RATIFY THE APPOINTMENT OF ERNST &	Mgmt	For	

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YOUNG LLP AS INDEPENDENT AUDITORS FOR
THE FISCAL YEAR ENDING DECEMBER 31,
2004.

COLONIAL PROPERTIES TRUST		Meeting Type: Annual		Agenda: 932107279
CUSIP: 195872106		Meeting Date: 4/21/2004		ISIN:
Ticker: CLP				
Proposal		Type	Vote	For/A Mana
01	M. MILLER GORRIE	Mgmt	For	
	JAMES K. LOWDER	Mgmt	For	
	HERBERT A. MEISLER	Mgmt	For	
	JOHN W. SPIEGEL	Mgmt	For	
02	TO RATIFY THE APPOINTMENT OF PRICewaterhouseCOOPERS LLP, AS INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For	
03	TO APPROVE AN AMENDMENT TO OUR DECLARATION OF TRUST TO PROVIDE FOR THE ANNUAL ELECTION OF TRUSTEES.	Mgmt	For	

COUSINS PROPERTIES INCORPORATED		Meeting Type: Annual		Agenda: 932128918
CUSIP: 222795304		Meeting Date: 5/4/2004		ISIN:
Ticker: CUZPRA				
Proposal		Type	Vote	For/A Mana
01	THOMAS D. BELL, JR.	Mgmt		
	TERENCE C. GOLDEN	Mgmt		
	HUGH L. MCCOLL, JR.	Mgmt		
	JOHN J. MACK	Mgmt		
	BOONE A. KNOX	Mgmt		
	WILLIAM PORTER PAYNE	Mgmt		
	THOMAS G. COUSINS	Mgmt		
	ERSKINE B. BOWLES	Mgmt		
	LILLIAN C. GIORNELLI	Mgmt		
	RICHARD W. COURTS, II	Mgmt		
02	INCREASE TOTAL NUMBER OF SHARES AVAILABLE FOR ISSUANCE UNDER THE 1999 INCENTIVE STOCK PLAN, AS AMENDED AND RESTATED.	Mgmt		

CRESCENT REAL ESTATE EQUITIES COMPAN		Meeting Type: Annual		Agenda: 932193597
CUSIP: 225756105		Meeting Date: 6/28/2004		ISIN:
Ticker: CEI				
Proposal		Type	Vote	For/A Mana
01	TERRY N. WORRELL	Mgmt	For	
	DENNIS H. ALBERTS	Mgmt	For	
02	TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004	Mgmt	For	

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EQUITY OFFICE PROPERTIES TRUST
 CUSIP: 294741103 Meeting Type: Annual Agenda: 932130886
 Ticker: EOP Meeting Date: 5/19/2004 ISIN:

Proposal	Type	Vote	For/A Mana
01 EDWIN N. SIDMAN	Mgmt	For	
SHELI Z. ROSENBERG	Mgmt	For	
DAVID K. MCKOWN	Mgmt	For	
RICHARD D. KINCAID	Mgmt	For	
JAMES D. HARPER, JR.	Mgmt	For	
01 THOMAS E. DOBROWSKI	Mgmt	For	
J. H.W.R. VAN DER VLIST	Mgmt	For	
SAMUEL ZELL	Mgmt	For	
WILLIAM M. GOODYEAR	Mgmt	For	
02 RATIFICATION OF THE AUDIT COMMITTEE S	Mgmt	For	
APPOINTMENT OF ERNST & YOUNG LLP AS			
INDEPENDENT AUDITORS.			

FIRST INDUSTRIAL REALTY TRUST, INC.
 CUSIP: 32054K103 Meeting Type: Annual Agenda: 932139428
 Ticker: FR Meeting Date: 5/12/2004 ISIN:

Proposal	Type	Vote	For/A Mana
01 JAY H. SHIDLER	Mgmt	For	
J. STEVEN WILSON	Mgmt	For	
02 RATIFICATION OF THE SELECTION OF	Mgmt	For	
PRICEWATERHOUSECOOPERS LLP AS THE			
COMPANY S INDEPENDENT AUDITORS.			

GABLES RESIDENTIAL TRUST
 CUSIP: 362418105 Meeting Type: Annual Agenda: 932125859
 Ticker: GBP Meeting Date: 5/21/2004 ISIN:

Proposal	Type	Vote	For/A Mana
01 CHRIS C. STROUP	Mgmt	For	
MARCUS E. BROMLEY	Mgmt	For	
JAMES D. MOTTA	Mgmt	For	
02 TO APPROVE THE GABLES RESIDENTIAL	Mgmt	For	
TRUST 2004 EQUITY INCENTIVE PLAN			
AUTHORIZING THE ISSUANCE OF UP TO			
1,250,000 COMMON SHARES OF BENEFICIAL			
INTEREST.			

GLIMCHER REALTY TRUST
 CUSIP: 379302102 Meeting Type: Annual Agenda: 932117941
 Ticker: GRT Meeting Date: 5/7/2004 ISIN:

Proposal	Type	Vote	For/A Mana
01 NILES C. OVERLY	Mgmt	For	
PHILIP G. BARACH	Mgmt	For	
WILLIAM S. WILLIAMS	Mgmt	For	

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02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For
03	APPROVAL OF THE 2004 INCENTIVE COMPENSATION PLAN.	Mgmt	For

HRPT PROPERTIES TRUST CUSIP: 40426W101 Ticker: HRP	Meeting Type: Annual Meeting Date: 5/11/2004	Agenda: 932130975 ISIN:	For/A Mana
Proposal	Type	Vote	

01	PATRICK F. DONELAN	Mgmt	For
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HEALTH CARE PROPERTY INVESTORS, INC. CUSIP: 421915109 Ticker: HCP	Meeting Type: Annual Meeting Date: 5/7/2004	Agenda: 932127815 ISIN:	For/A Mana
Proposal	Type	Vote	

01	JAMES F. FLAHERTY III JOSEPH P. SULLIVAN ROBERT R. FANNING, JR. DAVID B. HENRY MICHAEL D. MCKEE HAROLD M. MESSMER, JR. PETER L. RHEIN KENNETH B. ROATH RICHARD M. ROSENBERG MARY A. CIRILLO	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
02	APPROVAL OF THE AMENDMENT TO THE CHARTER TO INCREASE THE COMPANY S AUTHORIZED COMMON STOCK TO 750,000,000.	Mgmt	Against
03	APPROVAL OF THE AMENDMENT TO THE CHARTER TO DECLASSIFY THE BOARD.	Mgmt	For
04	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2004.	Mgmt	For

HEALTH CARE REIT, INC. CUSIP: 42217K106 Ticker: HCN	Meeting Type: Annual Meeting Date: 5/6/2004	Agenda: 932120607 ISIN:	For/A Mana
Proposal	Type	Vote	

01	BRUCE G. THOMPSON JEFFREY H. DONAHUE THOMAS J. DEROSA	Mgmt Mgmt Mgmt	For For For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR 2004.	Mgmt	For

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HERITAGE PROPERTY INVESTMENT TRUST, CUSIP: 42725M107 Ticker: HTG		Meeting Type: Annual Meeting Date: 5/7/2004	Agenda: 932141601 ISIN:	For/A Mana
Proposal		Type	Vote	
01	KEVIN C. PHELAN DAVID W. LAUGHTON RICHARD C. GARRISON JOSEPH L. BARRY	Mgmt Mgmt Mgmt Mgmt	Withheld For For For	A
02	TO VOTE AND ACT WITH DISCRETIONARY AUTHORITY UPON, OR IN REGARD TO, ANY OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNED OR POSTPONED SESSION THEREOF.	Mgmt	Against	A

HIGHWOODS PROPERTIES, INC. CUSIP: 431284108 Ticker: HIW		Meeting Type: Annual Meeting Date: 5/18/2004	Agenda: 932103954 ISIN:	For/A Mana
Proposal		Type	Vote	
01	L. GLENN ORR, JR. LAWRENCE S. KAPLAN WILLIAM E. GRAHAM, JR. EDWARD J. FRITSCH	Mgmt Mgmt Mgmt Mgmt	For For For For	
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For	
03	OTHER BUSINESS: IN HIS DISCRETION, THE PROXY IS AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENTS THEREOF.	Mgmt	Against	A

HOSPITALITY PROPERTIES TRUST CUSIP: 44106M102 Ticker: HPT		Meeting Type: Annual Meeting Date: 5/11/2004	Agenda: 932136371 ISIN:	For/A Mana
Proposal		Type	Vote	
01	ARTHUR G. KOUMANTZELIS	Mgmt	Withheld	A

ISTAR FINANCIAL INC. CUSIP: 45031U101 Ticker: SFI		Meeting Type: Annual Meeting Date: 5/25/2004	Agenda: 932143821 ISIN:	For/A Mana
Proposal		Type	Vote	
01	ROBIN JOSEPHS JEFFREY A. WEBER GEORGE R. PUSKAR JOHN G. MCDONALD	Mgmt Mgmt Mgmt Mgmt	For For For For	

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	ROBERT W. HOLMAN, JR.	Mgmt	For
	WILLIS ANDERSEN, JR.	Mgmt	For
	JAY SUGARMAN	Mgmt	For
02	AUTHORIZATION OF ISSUANCE OF COMMON STOCK EQUIVALENTS TO DIRECTORS UNDER A NON-EMPLOYEE DIRECTORS DEFERRAL PROGRAM.	Mgmt	For
03	APPROVAL OF EXTENDING THE ISTAR FINANCIAL INC. HIGH PERFORMANCE UNIT PROGRAM TO ADD 2007 HPU PLAN AND 2008 HPU PLAN.	Mgmt	For
04	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For

KOGER EQUITY, INC. Agenda: 932163936
 CUSIP: 500228101 Meeting Type: Annual
 Ticker: KE Meeting Date: 6/3/2004 ISIN:

Proposal	Type	Vote	For/A Mana
01	BENJAMIN C. BISHOP, JR.	Mgmt	For
	JAMES C. TEAGLE	Mgmt	For
	GEORGE F. STAUDTER	Mgmt	For
	VICTOR A. HUGHES, JR.	Mgmt	For
	THOMAS J. CROCKER	Mgmt	For
01	D. PIKE ALOIAN	Mgmt	For
	DAVID B. HILEY	Mgmt	For
02	RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For
03	APPROVE THE AMENDED AND RESTATED ARTICLES OF INCORPORATION TO CHANGE THE COMPANY S NAME TO CRT PROPERTIES, INC.	Mgmt	For
04	APPROVE THE COMPANY S PROPOSAL TO AMEND THE COMPANY S AMENDED AND RESTATED 1998 EQUITY AND CASH INCENTIVE PLAN TO AUTHORIZE GRANTS OF A NEW TYPE OF STOCK-BASED AWARD.	Mgmt	For

LIBERTY PROPERTY TRUST Agenda: 932118690
 CUSIP: 531172104 Meeting Type: Annual
 Ticker: LRY Meeting Date: 5/5/2004 ISIN:

Proposal	Type	Vote	For/A Mana
01	J. ANTHONY HAYDEN	Mgmt	For
	M. LEANNE LACHMAN	Mgmt	For
02	APPROVAL OF THE PROPOSAL TO AMEND THE DECLARATION OF TRUST OF THE TRUST TO AMEND AND RESTATE IN ITS ENTIRETY ARTICLE VII OF THE DECLARATION OF TRUST.	Mgmt	For

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03	APPROVAL OF THE PROPOSAL TO AMEND THE DECLARATION OF TRUST TO AMEND SECTIONS 6.2, 6.3 AND 10.1 (D) OF THE DECLARATION OF TRUST.	Mgmt	Against	A
04	APPROVAL OF THE PROPOSAL TO AMEND THE TRUST S AMENDED AND RESTATED SHARE INCENTIVE PLAN, INCLUDING AN AMENDMENT TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR AWARDS THEREUNDER BY 1,500,000 SHARES TO 11,426,256 SHARES.	Mgmt	For	

THE MACERICH COMPANY		Agenda: 932141396
CUSIP: 554382101	Meeting Type: Annual	
Ticker: MAC	Meeting Date: 5/28/2004	ISIN:

Proposal	Type	Vote	For/A Mana
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01	DR. WILLIAM P. SEXTON	Mgmt	For	
	EDWARD C. COPPOLA	Mgmt	For	
	DIANA M. LAING	Mgmt	For	
	FRED S. HUBBELL	Mgmt	For	

02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2004.	Mgmt	For	
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MACK-CALI REALTY CORPORATION		Agenda: 932143934
CUSIP: 554489104	Meeting Type: Annual	
Ticker: CLI	Meeting Date: 5/20/2004	ISIN:

Proposal	Type	Vote	For/A Mana
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01	ALAN S. BERNIKOW	Mgmt	For	
	MARTIN D. GRUSS	Mgmt	For	
	VINCENT TESE	Mgmt	For	
	ROY J. ZUCKERBERG	Mgmt	For	
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For	
03	APPROVAL AND ADOPTION OF THE MACK-CALI REALTY CORPORATION 2004 INCENTIVE STOCK PLAN.	Mgmt	For	
04	APPROVAL AND ADOPTION OF A SHAREHOLDER PROPOSAL, IF PRESENTED AT THE ANNUAL MEETING, REQUESTING THAT THE COMPANY IMPLEMENT A COMPREHENSIVE POLICY GOVERNING RELATED PARTY TRANSACTIONS.	Shr	Against	

MAGUIRE PROPERTIES INC.		Agenda: 932166552
CUSIP: 559775101	Meeting Type: Annual	
Ticker: MPG	Meeting Date: 6/3/2004	ISIN:

Proposal	Type	Vote	For/A Mana
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01	CAROLINE S. MCBRIDE	Mgmt	For
	ROBERT F. MAGUIRE III	Mgmt	For
	WALTER L. WEISMAN	Mgmt	For
	ANDREA L. VAN DE KAMP	Mgmt	For
	LAWRENCE S. KAPLAN	Mgmt	For
	RICHARD I. GILCHRIST	Mgmt	For
02	RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE YEAR ENDED DECEMBER 31, 2004.	Mgmt	For

MID-AMERICA APARTMENT COMMUNITIES, I	Meeting Type: Annual	Agenda: 932146891
CUSIP: 59522J103	Meeting Date: 5/24/2004	ISIN:
Ticker: MAA		

Proposal	Type	Vote	For/A Mana
01	JOHN F. FLOURNOY	Mgmt	For
	ROBERT F. FOGELMAN	Mgmt	For
	MICHAEL S. STARNES	Mgmt	For
02	RATIFICATION OF KPMG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR 2004.	Mgmt	For
03	APPROVAL OF THE AMENDED AND RESTATED CHARTER.	Mgmt	Against
04	APPROVAL OF THE 2004 STOCK PLAN.	Mgmt	For

THE MILLS CORPORATION	Meeting Type: Annual	Agenda: 932165699
CUSIP: 601148109	Meeting Date: 6/10/2004	ISIN:
Ticker: MLS		

Proposal	Type	Vote	For/A Mana
01	ROBERT P. PINCUS	Mgmt	For
	HON JOSEPH B GILDENHORN	Mgmt	For
	HARRY H. NICK	Mgmt	For
	JAMES C. BRAITHWAITE	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS AUDITORS FOR 2004.	Mgmt	For
03	PROPOSAL TO APPROVE THE AMENDMENT TO THE MILLS CORPORATION S CERTIFICATE OF INCORPORATION TO INCREASE THE TOTAL NUMBER OF AUTHORIZED SHARES OF CAPITAL STOCK FROM 170,000,000 TO 190,000,000 AND THE NUMBER OF AUTHORIZED SHARES OF PREFERRED STOCK FROM 20,000	Mgmt	For
04	PROPOSAL TO APPROVE THE MILLS CORPORATION S 2004 STOCK INCENTIVE PLAN.	Mgmt	For
05	PROPOSAL TO APPROVE THE EXECUTIVE HIGH PERFORMANCE PROGRAM.	Mgmt	For

NATIONWIDE HEALTH PROPERTIES, INC.	Meeting Type: Annual	Agenda: 932110822
CUSIP: 638620104	Meeting Date: 4/16/2004	ISIN:
Ticker: NHP		

Proposal	Type	Vote	For/A Mana
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01	JACK D. SAMUELSON DOUGLAS M. PASQUALE DAVID R. BANKS	Mgmt Mgmt Mgmt	For For For
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NEW PLAN EXCEL REALTY TRUST, INC. CUSIP: 648053106 Ticker: NXL	Meeting Type: Annual Meeting Date: 5/12/2004	Agenda: 932099129 ISIN:
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Proposal	Type	Vote	For/A Mana
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01	NORMAN GOLD NINA MATIS WILLIAM NEWMAN GEORGE PUSKAR	Mgmt Mgmt Mgmt Mgmt	For For For For
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NEWCASTLE INVESTMENT CORP. CUSIP: 65105M108 Ticker: NCT	Meeting Type: Annual Meeting Date: 5/27/2004	Agenda: 932170335 ISIN:
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Proposal	Type	Vote	For/A Mana
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01	DAVID J. GRAIN	Mgmt	For
02	PROPOSAL TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR 2004.	Mgmt	For

PRENTISS PROPERTIES TRUST CUSIP: 740706106 Ticker: PP	Meeting Type: Annual Meeting Date: 5/5/2004	Agenda: 932125354 ISIN:
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Proposal	Type	Vote	For/A Mana
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01	DR. L. M. RIGGS, JR. RONALD G. STEINHART	Mgmt Mgmt	For For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS FOR 2004.	Mgmt	For
03	APPROVAL OF AN AMENDMENT TO THE COMPANY S AMENDED AND RESTATED TRUSTEES SHARE INCENTIVE PLAN, AS AMENDED (THE TRUSTEES PLAN) TO INCREASE THE AGGREGATE NUMBER OF THE COMPANY S COMMON SHARES OF BENEFICIAL INTEREST, PAR VALUE \$0.01 PER SHARE (THE COMMON	Mgmt	For
04	APPROVAL OF AN AMENDMENT TO THE COMPANY S 1996 SHARE INCENTIVE PLAN, AS AMENDED (THE 1996 PLAN), TO INCREASE THE AGGREGATE NUMBER OF THE COMPANY S COMMON SHARES THAT MAY BE	Mgmt	For

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ISSUED UNDER THE 1996 PLAN BY
1,500,000 COMMON SHARES.

RAMCO-GERSHENSON PROPERTIES TRUST		Meeting Type: Annual	Agenda: 932158036	
CUSIP: 751452202		Meeting Date: 6/10/2004	ISIN:	
Ticker: RPT				
Proposal		Type	Vote	For/A Mana
01	ROBERT A. MEISTER	Mgmt	For	
	JOEL D. GERSHENSON	Mgmt	For	
	DENNIS E. GERSHENSON	Mgmt	For	
02	PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE TRUST S AUDITORS FOR 2004.	Mgmt	For	

RECKSON ASSOCIATES REALTY CORP.		Meeting Type: Annual	Agenda: 932145988	
CUSIP: 75621K106		Meeting Date: 6/2/2004	ISIN:	
Ticker: RA				
Proposal		Type	Vote	For/A Mana
01	TO AMEND THE ARTICLES OF INCORPORATION OF THE COMPANY TO ELIMINATE THE CLASSIFICATION OF THE BOARD OF DIRECTORS.	Mgmt	For	
02	TO AMEND THE ARTICLES OF INCORPORATION TO AMEND THE PROVISION REGARDING THE COMPANY S COMMON STOCK OWNERSHIP LIMIT.	Mgmt	For	
03	STANLEY STEINBERG*	Mgmt	For	
	PETER QUICK*	Mgmt	For	
	JOHN RUFFLE*	Mgmt	For	
	ELIZABETH MCCAUL**	Mgmt	For	
	DOUGLAS CROCKER II***	Mgmt	For	
	SCOTT H. RECHLER	Mgmt	For	
	DONALD J. RECHLER	Mgmt	For	
	LEWIS S. RANIERI	Mgmt	For	
	RONALD H. MENAKER	Mgmt	For	
04	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For	

SAUL CENTERS, INC.		Meeting Type: Annual	Agenda: 932125962	
CUSIP: 804395200		Meeting Date: 4/23/2004	ISIN:	
Ticker: BFSPPA				
Proposal		Type	Vote	For/A Mana
01	GENERAL PAUL X. KELLEY	Mgmt		
	CHARLES R. LONGSWORTH	Mgmt		
	PATRICK F. NOONAN	Mgmt		
	B. FRANCIS SAUL III	Mgmt		
02	TO APPROVE AN AMENDMENT TO THE COMPANY S ARTICLES OF INCORPORATION TO CONFORM THE DEFINITION OF INDEPENDENT	Mgmt		

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DIRECTORS TO RECENT DEVELOPMENTS IN APPLICABLE LAW, RULES AND REGULATIONS.
 03 TO APPROVE THE 2004 STOCK PLAN. Mgmt
 04 TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR ADJOURNMENTS THEREOF. Mgmt

SOUTHERN CALIFORNIA EDISON COMPANY
 CUSIP: 842400798
 Ticker: SCEDM

Meeting Type: Annual
 Meeting Date: 5/20/2004

Agenda: 932136559

ISIN:

Proposal	Type	Vote	For/A Mana
01	J.E. BRYSON	Mgmt	For
	J.M. ROSSE	Mgmt	For
	F.A. CORDOVA	Mgmt	For
	B.M. FREEMAN	Mgmt	For
	B. KARATZ	Mgmt	For
	A.J. FOHRER	Mgmt	For
	R.L. OLSON	Mgmt	For
	R.T. SCHLOSBERG, III	Mgmt	For
	R.H. SMITH	Mgmt	For
	T.C. SUTTON	Mgmt	For
	L.G. NOGALES	Mgmt	For

SOVRAN SELF STORAGE, INC.
 CUSIP: 84610H108
 Ticker: SSS

Meeting Type: Annual
 Meeting Date: 5/13/2004

Agenda: 932138325

ISIN:

Proposal	Type	Vote	For/A Mana
01	MICHAEL A. ELIA	Mgmt	For
	JOHN E. BURNS	Mgmt	For
	KENNETH F. MYSZKA	Mgmt	For
	ROBERT J. ATTEA	Mgmt	For
	CHARLES E. LANNON	Mgmt	For
	ANTHONY P. GAMMIE	Mgmt	For
02	APPROVAL OF AMENDMENTS TO THE 1995 OUTSIDE DIRECTORS STOCK OPTION PLAN.	Mgmt	For
03	APPROVAL OF AMENDMENT TO THE DEFERRED COMPENSATION PLAN FOR DIRECTORS.	Mgmt	For
04	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR 2004.	Mgmt	For

TOWN & COUNTRY TRUST
 CUSIP: 892081100
 Ticker: TCT

Meeting Type: Annual
 Meeting Date: 5/5/2004

Agenda: 932129097

ISIN:

Proposal	Type	Vote	For/A Mana
01	MILTON A. WOLF	Mgmt	For
	NANCY LERNER BECK	Mgmt	For
	HARVEY SCHULWEIS	Mgmt	For
	JAMES H. BERICK	Mgmt	For

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H. GRANT HATHAWAY

Mgmt

For

VENTAS, INC.

CUSIP: 92276F100

Ticker: VTR

Meeting Type: Annual

Meeting Date: 5/21/2004

Agenda: 932118208

ISIN:

Proposal

Type

Vote

For/A
Mana

01	THOMAS C. THEOBALD	Mgmt	For	
	DEBRA A. CAFARO	Mgmt	For	
	SHELI Z. ROSENBERG	Mgmt	For	
	DOUGLAS CROCKER II	Mgmt	For	
	JAY M. GELLERT	Mgmt	For	
	RONALD G. GEARY	Mgmt	For	
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR FISCAL YEAR 2004.	Mgmt	For	
03	TO ADOPT THE COMPANY S 2004 STOCK PLAN FOR DIRECTORS WHICH AMENDS AND RESTATES THE COMPANY S 2000 STOCK OPTION PLAN FOR DIRECTORS.	Mgmt	For	

VORNADO REALTY TRUST

CUSIP: 929042109

Ticker: VNO

Meeting Type: Annual

Meeting Date: 5/27/2004

Agenda: 932169154

ISIN:

Proposal

Type

Vote

For/A
Mana

01	DR. RICHARD R. WEST	Mgmt	For	
	ROBERT P. KOGOD	Mgmt	For	
	DAVID MANDELBAUM	Mgmt	For	
02	RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS.	Mgmt	For	

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Cohen & Steers REIT and Preferred Income Fund, Inc.

By (Signature) /S/ Adam M. Derechin

Name

Adam M. Derechin

Title

Vice President

Date 08-31-2004