Harvey Joseph M Form 4 February 02, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address Harvey Joseph M	of Reporting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol COHEN & STEERS INC [CNS]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (F	irst) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
		(Month/Day/Year)	Director 10% Owner			
280 PARK AVEN	IUE, 10TH	01/31/2012	Officer (give title Other (specify			
FLOOR		01/01/2012	below) below)			
			President			
(S	treet)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)	Applicable Line)			
NEW YORK, NY	10017		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative (	Securi	ities Acqu	iired, Disposed of	, or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	01/31/2012		A	51,966 (1) (2)	A	\$ 0	1,253,126	D	
Common Stock	01/31/2012		F	27,129 <sub>(3)</sub>	D	\$ 33.86	1,225,997	D	

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

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SEC 1474

(9-02)

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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	Transactio	orNumber	Expiration D	ate	Amount	t 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	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N			
					Exercisable	Date	Title Number of				
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Director 10% Owner Other

Harvey Joseph M 280 PARK AVENUE, 10TH FLOOR NEW YORK, NY 10017

President

## **Signatures**

Salvatore Rappa, Attorney-in-Fact

02/02/2012

\*\*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).
- Includes 18,156 restricted stock units (RSUs) mandatorily deferred by CNS from the reporting persons annual incentive performance (1) bonus, plus 4,539 RSUs granted to the reporting person as a company match on such deferral. Dividends paid on CNS common stock are reflected in additional RSUs on such deferred and matching RSUs.
  - Footnote 1 continued: The deferred and matching RSUs vest ratably over four years, and the dividend RSUs vest on the fourth anniversary of the grant. Also includes 9,263 RSUs voluntarily deferred by the reporting person from his annual incentive performance bonus, plus 2,315 RSUs granted to him as a company match on such deferral. Dividends paid on CNS common stock are reflected in
- additional RSUs on such deferred and matching RSUs. The deferred RSUs are immediately vested (but delivered on the third anniversary of the grant) and the matching and accrued dividend RSUs vest and are delivered on the third anniversary of the grant. Also includes 17,693 RSUs that generally vest over four years.
- Represents the withholding by Cohen & Steers of a sufficient number of shares of common stock to satisfy the reporting persons tax obligations upon the vesting and delivery of previously reported restricted stock units.

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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