Harvey Joseph M Form 4 January 30, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

1(b).

(Last)

(City)

Check this box

if no longer

subject to

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 \* Harvey Joseph M

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

COHEN & STEERS INC [CNS]

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

COHEN & STEERS, INC., 280 PARK AVENUE

(Middle)

(Zip)

4. If Amendment, Date Original

01/26/2007

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

below)

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

President 6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

D

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)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

Director

below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

X\_ Officer (give title

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

(Instr. 3 and 4) Code V Amount (D) Price

(A)

Common

per share

Stock, par value \$0.01

01/26/2007

53.955 Α (1)

\$0 1,356,238 (2)

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.

### Edgar Filing: Harvey Joseph M - Form 4

### 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	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative				Securities		(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)									
									A		
									Amount		
				Date	Expiration		or				
						Exercisable Date	Title Number				
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

Officer Other Director 10% Owner

Harvey Joseph M COHEN & STEERS, INC. 280 PARK AVENUE NEW YORK, NY 10017

President

# **Signatures**

Lawrence B. Stoller, Attorney-in-fact for Joseph Harvey

01/30/2007

\*\*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 10,401 restricted stock units (RSUs) that vest ratably over five years. Also includes 21,843 RSUs mandatorily deferred by the Company from Mr. Harvey's annual discretionary bonus, plus 5,460 RSUs granted to Mr. Harvey as a Company match on his mandatory
- (1) bonus deferral. These RSUs will generally vest ratably over four years. Also includes 13,001 RSUs voluntarily deferred by Mr. Harvey from his annual discretionary bonus, plus 3,250 RSUs granted to Mr. harvey as a Company match on his voluntary bonus deferral. These RSUs will generally be delivered on the third anniversary of grant.
- Includes a total of 4,355 shares of common stock acquired pursuant to the Company's 2004 Employee Stock Purchase Plan. Also includes 2,543 total RSUs acquired pursuant to a dividend reinvestment feature under the Company's 2004 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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