COHEN & STEERS INC

Form 4

February 02, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

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

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

COHEN & STEERS INC [CNS]

3. Date of Earliest Transaction

Symbol

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Middle)

STEERS ROBERT HAMILTON

280 PARI		(Month/Day/Year) 01/29/2016			_X_ Director _X_ 10% Owner _X_ Officer (give titleOther (specify below)					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEW YO	RK, NY 10017						Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Ta	ble I - Nor	-Derivativ	e Secu	ırities Ac	quired, Disposed	l of, or Benefi	icially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securition(A) or Di (Instr. 3,	sposed 4 and (A) or	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock			0000				4,478,840	I	By the Steers 2014 Descendents' Trust (1)	
Common Stock							950,920	I	By the Robert H. Steers Family Trust (2)	
Common Stock	01/29/2016		A	63,263 (3)	A	\$ 0	6,703,143	D		
	01/29/2016		D		D		6,676,702	D		

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Common 26,441 \$ Stock (4) 28.57

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

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SEC 1474

(9-02)

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 Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	, ,	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable Date	Date		Number		
				C = V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
STEERS ROBERT HAMILTON 280 PARK AVE, 10TH FLOOR NEW YORK, NY 10017	X	X	Chief Executive Officer					

Signatures

/s/ Francis C. Poli, Attorney-in-Fact 02/02/2016

**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).
- Shares owned by the Steers 2014 Descendents' Trust for the benefit of Mr. Steers' family. Members of Mr. Steers' immediate family serve
 (1) as trustees of the trust. Mr. Steers disclaims beneficial ownership of these shares, and the filing of this Form 4 is not an admission that
 Mr. Steers is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (2) Shares owned by the Robert H. Steers Family Trust for the benefit of Mr. Steers' family. A member of Mr. Steers' immediate family serves as trustee of the trust. Mr. Steers disclaims beneficial ownership of these shares, and the filing of this Form 4 is not an admission

Reporting Owners 2

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that Mr. Steers is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

- Includes 49,516 restricted stock units ("RSUs") granted by the issuer to the reporting person, which represents the portion of the reporting person's 2015 annual incentive performance bonus that was mandatorily deferred by the issuer pursuant to the issuer's Mandatory Stock
- (3) Bonus Program. Also includes 13,747 RSUs granted by the issuer to the reporting person. Any dividends paid on the issuer's common stock are paid in additional RSUs (the "dividend RSUs"). The RSUs vest ratably over four years, and the dividend RSUs vest on the fourth anniversary of the grant date of the RSUs.
- (4) Represents the withholding by the issuer of a sufficient number of shares of common stock to satisfy the reporting person's tax obligations upon the vesting of previously reported RSUs and delivery of the common stock underlying such RSUs.

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.