

COHEN & STEERS TOTAL RETURN REALTY FUND INC
 Form 4
 June 18, 2014

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 TOTAL RETURN REALTY FUND INC [RFI]

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)
 280 PARK AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/13/2014

NEW YORK, NY 10017
 (City) (State) (Zip)

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

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 Indirect Ownership (Instr. 4) | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|---|--------------|
| | | | Code | V | Amount or Price | | | | |
| Common Stock, par value \$0.001 per share | 06/13/2014 | | A | | 9,345 (1) | A | \$ 0 9,345 | I | Children (2) |
| Common Stock, par value \$0.001 per share | 06/13/2014 | | A | | 5,012 (3) | A | \$ 0 32,045.9731 | D | |
| | 06/17/2014 | | A | | | A | \$ 0 3,434 | I | |

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value (NAV) of DVM's common stock was \$17.6229 per share, and the closing NAV of RFI's common stock was \$13.3963 per share.

- (2) The reporting person disclaims beneficial ownership of the securities in the childern's 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) Received in exchange for 3,810.192 shares of Cohen & Steers Dividend Majors Fund, Inc. (DVM) common stock in connection with merger of DVM into Cohen & Steers Total Return Realty Fund, Inc. (RFI)(the Merger). On the date of the merger, the closing net asset value (NAV) of DVM's common stock was \$17.6229 per share, and the closing NAV of RFI's common stock was \$13.3963 per share.

- (4) Received in exchange for 2611 shares of Cohen & Steers Dividend Majors Fund, Inc. (DVM) common stock in connection with merger of DVM into Cohen & Steers Total Return Realty Fund, Inc. (RFI)(the Merger). On the date of the merger, the closing net asset value (NAV) of DVM's common stock was \$17.6229 per share, and the closing NAV of RFI's common stock was \$13.3963 per share.

- (5) The 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.

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.