

Edgar Filing: COLONIAL PROPERTIES TRUST - Form SC 13G/A

COLONIAL PROPERTIES TRUST
Form SC 13G/A
February 10, 2006

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 9) *

COLONIAL PROPERTIES TRUST

(Name of Issuer)

COMMON

(Title of Class of Securities)

195872106

(CUSIP Number)

Date of Event which Requires Filing of this Statement

December 31, 2005

Check the appropriate box to designate the rule pursuant to which the Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in prior coverage.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1745 (12-02)

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Amendment No. 9 to SCHEDULE 13G

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CUSIP No. 195872106

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1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Cohen & Steers, Inc. 14-1904657

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5) SOLE VOTING POWER	3,397,100
	6) SHARED VOTING POWER	0
	7) SOLE DISPOSITIVE POWER	3,493,500
	8) SHARED DISPOSITIVE POWER	0

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,493,500

10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.8%

12) TYPE OF REPORTING PERSON

HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Amendment No. 9 to SCHEDULE 13G

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1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Cohen & Steers Capital Management, Inc. 13-335336

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(a) []
(b) [x]

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5) SOLE VOTING POWER	3,397,100
	6) SHARED VOTING POWER	0
	7) SOLE DISPOSITIVE POWER	3,493,500
	8) SHARED DISPOSITIVE POWER	0

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,493,500

10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.8%

12) TYPE OF REPORTING PERSON

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Amendment No. 9 to SCHEDULE 13G

Item 1 (a) Name of Issuer
Colonial Properties Trust

(b) Address of Issuer's Principal Executive Office
2101 Sixth Avenue N Suite 750
Birmingham, AL 35203

Item 2 (a) Name of Person(s) Filing
Cohen & Steers, Inc.
Cohen & Steers Capital Management, Inc.

(b) Address of Principal Business Office:
The principal address of both entities is:
280 Park Avenue

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- 10th Floor
New York, New York 10017
- (c) Citizenship or Place of Organization:
Cohen & Steers, Inc.: Delaware
Cohen & Steers Capital Management, Inc.: New York
 - (d) Title of Class of Securities
Common
 - (e) CUSIP Number
195872106

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a

- (a) Broker or Dealer registered under Section 15 of the Act
- (b) Bank as defined in Section 3(a)(6) of the Act
- (c) Insurance Company as defined in section 3(a)(19) of the Act
- (d) Investment Company registered under Section 8 of the Investment Company Act
- (e) An investment advisor in accordance with Section 240.13d-1(b)(1)(ii)(E)
- (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F)
- (g) A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G)
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3)
- (j) Group, in accordance with Section 240.13d-1(b)(1)(ii)(J)

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Item 4. OWNERSHIP

- (a) Amount of Shares Beneficially Owned as of December 30, 2005:
See row 9 on cover sheet
- (b) Percent of Class:
See row 11 on cover sheet
- (c) Number of Shares as to which such person has:
 - (i) sole power to vote or to direct the vote:

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See row 5 on cover sheet

- (ii) shared power to vote or to direct the vote:
See row 6 on cover sheet
- (iii) sole power to dispose or to direct the disposition of:
See row 7 on cover sheet
- (iv) shared power to dispose or to direct the disposition of:
See row 8 on cover sheet

Item 5. OWNERSHIP OF 5% OR LESS OF CLASS:
Not Applicable

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. []

Item 6 OWNERSHIP OF MORE THAN 5% ON BEHALF OF ANOTHER PERSON:
Not Applicable

Item 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Cohen & Steers Capital Management, Inc., an investment advisor registered under Section 203 of the Investment Advisers Act, is a wholly-owned subsidiary of the parent company.

Item 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:
See Item 3

Item 9 NOTICE OF DISSOLUTION OF GROUP:
Not Applicable

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Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2006

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/s/Robert Steers

Signature

Robert H. Steers, Co-Chairman and Co Chief Executive Officer
Cohen & Steers, Inc. and Cohen & Steers Capital Management, Inc.

Name and Title

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JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a Statement on Schedule 13G including amendments thereto) with respect to the common shares of COLONIAL PROPERTIES TRUST and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of February 10, 2006.

COHEN & STEERS, INC.

/s/Robert Steers
By:-----
Name: Robert H. Steers
Title: Co-Chariman and Co-Chief
Executive Officer

COHEN & STEERS CAPITAL MANAGEMENT, INC.

/s/Robert Steers
By:-----
Name: Robert H. Steers
Title: Co-Chairman and Co-Chief
Executive Officer

e:none;">(2)

Aggregate number of securities to which transaction applies:

(3)

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4)

Proposed maximum aggregate value of transaction:

(5)

Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1)

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Amount Previously Paid:

(2)

Form, Schedule or Registration Statement No.:

(3)

Filing Party:

(4)

Date Filed:
