

COHEN & STEERS INC  
Form 4  
February 02, 2017

**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 INC [CNS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
280 PARK AVE, 10TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
01/31/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chief Executive Officer

(Street)

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

NEW YORK, NY 10017

(City) (State) (Zip)

**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 Beneficial Ownership (Instr. 4)
Common Stock				(A)	4,218,897	I	By the Steers 2014 Descendents' Trust <sup>(1)</sup>
Common Stock				(A)	950,920	I	By the Robert H. Steers Family Trust <sup>(2)</sup>
Common Stock	01/31/2017		A	70,142 <sup>(3)</sup>	\$ 0	D	
	01/31/2017		F		6,983,927	D	

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Common Stock 27,964 \$ (4) 34.45

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 02/02/2017

\*\*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

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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 58,434 restricted stock units ("RSUs") granted by the issuer to the reporting person, which represents the portion of the reporting person's 2016 annual incentive performance bonus that was mandatorily deferred by the issuer pursuant to the issuer's Mandatory Stock

- (3) Bonus Program. Also includes 11,708 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 shares of common stock in connection with 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.

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