

COHEN & STEERS INC
Form 4/A
February 19, 2015

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 AVENUE, 10TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2015

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

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

4. If Amendment, Date Original Filed (Month/Day/Year)
02/04/2015

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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 (D) Price		
Common Stock	01/30/2015		A		42,078 (1)	A	\$ 0 6,715,776 D
Common Stock	01/30/2015		D		45,381 (2)	D	\$ 42.91 6,670,395 (3) D

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

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