## Edgar Filing: COHEN & STEERS INC - Form 4

COHEN & S	TEERS INC										
Form 4											
March 27, 20	15										
FORM	1									PPROVAL	
	UNITED	STATES		ITIES A hington,			NGE (	COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 10 Form 4 or	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires: January 3 200 Estimated average burden hours per response 0				
Form 5 obligation may conti <i>See</i> Instru 1(b).	inue. Section 17	(a) of the		ility Hold	ling Com	ipany	Act o	ge Act of 1934, f 1935 or Sectio 40			
(Print or Type R	(esponses)										
			2. Issuer Name <b>and</b> Ticker or Trading Symbol COHEN & STEERS INC [CNS]					5. Relationship of Reporting Person(s) to Issuer			
(Last) 280 PARK A FLOOR	(First) ( AVENUE, 10TH	Middle) I	3. Date of (Month/Da 03/26/20	-	ansaction			Director Officer (give below)		6 Owner er (specify	
				If Amendment, Date Original led(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
NEW YORK	K, NY 10017							Person	More than One R	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	<ul> <li>Execution</li> <li>any</li> </ul>	emed on Date, if 'Day/Year)	Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) of l of (D 4 and (A) or	))	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	03/26/2015			A	197 <u>(1)</u>		\$ 0	65,526	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## Edgar Filing: COHEN & STEERS INC - Form 4

## **Reporting Owners**

<b>Reporting Owner Name /</b>	Address	Relationships						
	Director	10% Owner	Officer	Other				
POLI FRANCIS C 280 PARK AVENUE, 10TI NEW YORK, NY 10017	H FLOOR		General Counsel, Secretary, EVP					
Signatures								
/s/Francis C. Poli	03/27/2015							

<u>\*\*</u>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).
- Represents the acquisition of dividend equivalent restricted stock units in connection with the issuers first quarter 2015 dividend and (1) accrued to the reporting person on unvested restricted stock units granted in January 2012, January 2013, January 2014, and January 2015.

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.