

COHEN & STEERS INC
Form 4
June 12, 2015

FORM 4

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

OMB APPROVAL

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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 *
DERECHIN ADAM M

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

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COHEN & STEERS INC [CNS]

3. Date of Earliest Transaction
(Month/Day/Year)
04/13/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Operating Officer, EVP

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 04/13/2012 | | A | | 200 ⁽¹⁾ A \$ 0 452,914 ⁽²⁾ | D | |
| Common Stock | 06/28/2012 | | A | | 207 ⁽¹⁾ A \$ 0 452,914 ⁽²⁾ | D | |
| Common Stock | 09/27/2012 | | A | | 230 ⁽¹⁾ A \$ 0 452,914 ⁽²⁾ | D | |
| Common Stock | 12/20/2012 | | A | | 3,878 ^{(1) (3)} A \$ 0 452,914 ⁽²⁾ | D | |
| Common Stock | 04/12/2013 | | A | | 225 ⁽¹⁾ A \$ 0 452,914 ⁽²⁾ | D | |

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| | | | | | | | |
|--------------|------------|---|-------------------------------------|---|------|------------------------|---|
| Common Stock | 06/26/2013 | A | 257 ⁽¹⁾ | A | \$ 0 | 452,914 ⁽²⁾ | D |
| Common Stock | 09/27/2013 | A | 240 ⁽¹⁾ | A | \$ 0 | 452,914 ⁽²⁾ | D |
| Common Stock | 12/20/2013 | A | 2,116 ⁽¹⁾ ⁽³⁾ | A | \$ 0 | 452,914 ⁽²⁾ | D |
| Common Stock | 04/11/2014 | A | 233 ⁽¹⁾ | A | \$ 0 | 452,914 ⁽²⁾ | D |
| Common Stock | 06/26/2014 | A | 215 ⁽¹⁾ | A | \$ 0 | 452,914 ⁽²⁾ | D |
| Common Stock | 09/26/2014 | A | 235 ⁽¹⁾ | A | \$ 0 | 452,914 ⁽²⁾ | D |
| Common Stock | 12/19/2014 | A | 1,808 ⁽¹⁾ ⁽³⁾ | A | \$ 0 | 452,914 ⁽²⁾ | 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.

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(9-02)

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. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DERECHIN ADAM M 280 PARK AVE, 10TH FLOOR NEW YORK, NY 10017 | | | Chief Operating Officer, EVP | |

Signatures

/s/ Francis C. Poli,
Attorney-in-Fact

06/12/2015

__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).
- (1) Represents the acquisition of dividend equivalent restricted stock units in connection with the issuer's quarterly dividends for 2012-2014 and accrued on unvested restricted stock units.

This Form 4 is being filed to report dividend equivalent restricted stock units accrued to the Reporting Person which were not eligible for exemption from reporting under Rule 16a-11. All such dividend equivalent restricted stock units were previously included in the Amount of Securities Beneficially Owned Following Reported Transaction column in each Form 4 filing subsequent to the respective accrual.
- (2) Amount of Securities Beneficially Owned Following Reported Transaction column in this filing represents the amount of securities beneficially owned by the Reporting Person at the date of filing.
- (3) Represents the acquisition of dividend equivalent restricted stock units in connection with the issuer's special dividends for 2012-2014 and accrued on unvested restricted stock units.

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.