

STEERS ROBERT HAMILTON
 Form 4
 February 04, 2019

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)
 01/31/2019

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) Code V Amount Price	6,740,491	I	By the Robert H. Steers 2018 Revocable Trust ⁽¹⁾
Common Stock				(A) Code V Amount Price	4,218,897	I	By the Steers 2014 Descendents' Trust ⁽²⁾
Common Stock				(A) Code V Amount Price	950,920	I	By the Robert H. Steers Family Trust

(3)

Common Stock	01/31/2019	A	62,933 (4)	A	\$ 0	249,976	D
Common Stock	01/31/2019	F	30,522 (5)	D	\$ 37.17	219,454	D

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

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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 Following Reported Transaction (Instr. 3 and 4)
				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
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

02/04/2019

**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)

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Shares owned by the Robert H. Steers 2018 Revocable Trust. Mr. Steers and a member of his immediate family serve as trustees of the trust. Mr. Steers disclaims beneficial ownership of these shares except to the extent of his pecuniary interest.

- (2) Shares owned by the Steers 2014 Descendents' Trust for the benefit of Mr. Steers' family. Members of Mr. Steers' immediate family serve 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.

- (3) 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 that Mr. Steers is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

- (4) Includes 52,113 restricted stock units ("RSUs") granted by the issuer to the reporting person, which represents the portion of the reporting person's 2018 annual incentive performance bonus that was mandatorily deferred by the issuer pursuant to the issuer's Mandatory Stock Bonus Program. Also includes 10,820 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.
- (5) 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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