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COHEN & S	STEERS INC													
Form 4	4													
June 11, 201														
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL						
	Washington, D.C. 20549								3235-0287					
Check th if no long			0					Expires:	January 31,					
subject to Section 1 Form 4 c	o SIAIEMIEN 16. or		SECUR	RITIES			ERSHIP OF	Estimated average burden hours per response 0.						
Form 5 obligations may continue. See Instruction 1(b). 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 A POLI FRAM	r Name and			-	5. Relationship of Reporting Person(s) to Issuer									
(Last)	(First) (Middle		f Earliest Ti		L	1	(Check all applicable)							
280 PARK FLOOR		Day/Year)				Director 10% Owner Officer (give title Other (specify below) General Counsel, Secretary,EVP								
	endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)									
NEW YOR	K, NY 10017						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person							
(City)	(City) (State) (Zip) Table I - Non-Deriv						erivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	any	cution Date, if	Date, if Transaction(A) or Dispose Code (Instr. 3, 4 and ay/Year) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)							
Common Stock	06/09/2014		S	2,129	D	\$ 42.6	77,546	D						
Common Stock	06/10/2014		S	2,936 (1)	D	\$ 42.18	74,610	D						
Common Stock	06/11/2014		S	10,000 (2)	D	\$ 41.43	64,610	D						

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

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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)			Execution Date, if Tra any Coo			5. iorNumber 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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
						Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
	Repor	rting O	wners										
-		orting Owner Name / Address											
				Director	10% Ov	wner Of	fficer			Otł	ner		
			E, 10TH FLOOR 017	General Counsel, Secretary, EVP									
	Signa	tures											
	/s/ Franci	is C											

/s/ Francis C. Poli <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).

The price reported in column 4 is a weighted average price. These shares were sold in several transactions at prices ranging from \$42.09 to \$42.25. The reporting person undertakes to provide the issuer, any security holder of the issuer, or the staff of the Securities and

(1) Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

The price reported in column 4 is a weighted average price. These shares were sold in several transactions at prices ranging from \$41.31 to \$41.71. The reporting person undertakes to provide the issuer, any security holder of the issuer, or the staff of the Securities and

(2) Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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.