

COHEN & STEERS INC  
Form 4  
January 29, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Stadler Matthew S.

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)  
C/O COHEN & STEERS, INC., 280  
PARK AVENUE

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/25/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Financial Officer

(Street)  
NEW YORK, NY 10017

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

(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) |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |   |
| Common Stock, par value \$0.01 per share | 01/25/2008                           |  | A                              |   | 40,218 <sup>(1)</sup>   | A  | \$ 0 164,554  | D |
| Common Stock, par value \$0.01 per share | 01/28/2008                           |  | F                              |   | 658 <sup>(2)</sup>  | D  | \$ 27.02 165,212 <sup>(3)</sup>                       | 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**

SEC 1474 (9-02)

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. 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 Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| Stadler Matthew S.<br>C/O COHEN & STEERS, INC.<br>280 PARK AVENUE<br>NEW YORK, NY 10017 |               |           | Chief Financial Officer |       |

## Signatures

Matthew S. Stadler 01/29/2008

\*\*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) Includes 20,359 restricted stock units (RSUs) mandatorily deferred by the Company from Mr. Stadler's annual discretionary bonus, plus 5,089 RSUs granted to Mr. Stadler as a Company match on his mandatory bonus deferral. These RSUs will generally vest ratably over four years. Also includes 11,816 RSUs voluntarily deferred by Mr. Stadler from his annual discretionary bonus, plus 2,954 RSUs granted to Mr. Stadler as a Company match on his voluntary bonus deferral. These RSUs will generally be delivered on the third anniversary of grant.
  - (2) Represents the withholding by the Company of a sufficient number of shares of common stock to satisfy Mr. Stadler's tax obligation upon the vesting of 1,941 previously reported RSUs.
  - (3) Includes 1,081 total RSUs acquired pursuant to a dividend reinvestment feature under the Company's 2004 Stock Incentive Plan.

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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