### Edgar Filing: STEERS ROBERT HAMILTON - Form 4

STEERS RO Form 4	BERT HAMILT	TON												
March 18, 20										OM	B APPROVAI			
FORN		SECURITIES AND EXCHANGE CO Washington, D.C. 20549							3235-(					
Check the		washington, D								Expires	. January			
if no long subject to Section 1 Form 4 o Form 5	6. r	STATEMENT OF CHANGES IN BENEFICIAL OW SECURITIES								F Estimat burden respons	ed average hours per	2005 0.5		
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 F	Responses)													
				2. Issuer Name <b>and</b> Ticker or Trading Symbol COHEN & STEERS INC [CNS]						5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (	(Middle) 3. Date of Ea					[011	2]	(Check all applicable)					
280 PARK /	AVE, 10TH FLC	OOR	(Month/Day/Year) 03/14/2019				_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Dther (specify below) Chief Executive Officer							
				Amendment, Date Original d(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>					
(City)	rcison													
	2. Transaction Date (Month/Day/Year)		ed Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				uired of (D)	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				Code	v	Amount	(D)	Price	4,218,897	I	By the Ste 2014 Descender Trust <u>(1)</u>			
Common Stock									950,920	I	By the Rol H. Steers Family True $\frac{(2)}{2}$			
Common Stock	02/20/2019			G	V	125,000	D	\$0	6,615,491	I	By the Rol H. Steers 2018 Revocable			

Trust (3)

Common 03/14/2019 Stock

А

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.

D

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1,388<sup>(4)</sup> A \$0 220,842

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

#### **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships								
1	Director	10% Owner	Officer	Other					
STEERS ROBERT HAMILTON 280 PARK AVE, 10TH FLOOR NEW YORK, NY 10017	Х	Х	Chief Executive Officer						
Signatures									
/s/ Francis C. Poli,	03	/18/2019							

Attorney-in-Fact 05/18/2019

\*\*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).

Shares owned by the Steers 2014 Descendents' Trust for the benefit of Mr. Steers' family. Members of Mr. Steers' family serve as trustees(1) 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.

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Shares owned by the Robert H. Steers Family Trust for the benefit of Mr. Steers' family. A member of Mr. Steers' family serves as trustee(2) 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 2018 Revocable Trust. Mr. Steers and a member of his family serve as trustees of the trust. Mr. Steers disclaims beneficial ownership of these shares except to the extent of his pecuniary interest.
- Represents the acquisition of dividend equivalent restricted stock units in connection with the issuer's first quarter 2019 dividend and (4) accrued to the reporting person on unvested restricted stock units granted in January 2016, January 2017, January 2018, and January 2019.

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.