

COHEN & STEERS INC
Form 4
May 21, 2007

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 *
Stadler Matthew S.

(Last) (First) (Middle)

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

(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)

05/18/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	05/18/2007		S	1,000	D \$ 50.39	133,913	D
Common Stock, par value \$0.01 per share	05/18/2007		S	100	D \$ 50.37	133,813	D
Common Stock, par value \$0.01 per share	05/18/2007		S	1,900	D \$ 50.28	131,913	D

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Common Stock, par value \$0.01 per share	05/18/2007	S	100	D	\$ 50.27	131,813	D
Common Stock, par value \$0.01 per share	05/18/2007	S	900	D	\$ 50.26	130,913	D
Common Stock, par value \$0.01 per share	05/18/2007	S	2,700	D	\$ 50.3	128,213	D
Common Stock, par value \$0.01 per share	05/18/2007	S	400	D	\$ 50.35	127,813	D
Common Stock, par value \$0.01 per share	05/18/2007	S	1,000	D	\$ 50.33	126,813	D
Common Stock, par value \$0.01 per share	05/18/2007	S	500	D	\$ 50.32	126,313	D
Common Stock, par value \$0.01 per share	05/18/2007	S	1,100	D	\$ 50.25	125,213	D
Common Stock, par value \$0.01 per share	05/18/2007	S	200	D	\$ 50.2	125,013	D
Common Stock, par value \$0.01 per share	05/18/2007	S	100	D	\$ 50.21	124,913	D

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

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

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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 Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Stadler Matthew S.
C/O COHEN & STEERS, INC.
280 PARK AVENUE
NEW YORK, NY 10017

Director 10% Owner Officer Other

Chief Financial Officer

Signatures

Matthew S. Stadler 05/21/2007

**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).
- 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.