

COHEN MARTIN

Form 4

April 29, 2019

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COHEN MARTIN

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/17/2017

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

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	05/17/2017		J ⁽¹⁾	400,000 D \$ 0	940,701 ⁽¹⁾	I	By the Martin Cohen 1998 Family Trust ⁽¹⁾
Common Stock	04/26/2019		J ⁽¹⁾	940,701 D \$ 0	0	I	By the Martin Cohen 1998 Family Trust ⁽¹⁾
Common Stock					8,381,461	I	By the Martin

Cohen 2018
Revocable
Trust ⁽²⁾Common
Stock

1,507,132 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. 6)
				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
COHEN MARTIN 280 PARK AVE, 10TH FLOOR NEW YORK, NY 10017	X	X		

Signatures

/s/ Brian Heller,
Attorney-in-Fact

04/29/2019

____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) Represents distributions by the Martin Cohen 1998 Family Trust as part of Mr. Cohen's long-term estate planning, consisting of 400,000 shares distributed on May 17, 2017 and the remaining 940,701 shares distributed on April 26, 2019, in each case, to the named

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beneficiaries of such trust, who are members of Mr. Cohen's family. The distribution of 400,000 shares on May 17, 2017 was previously not reported as a separate transaction on Form 4, but the balance of shares held by the Martin Cohen 1998 Family Trust since that time has reflected such distribution. A member of Mr. Cohen's family serves as trustee of the trust. Mr. Cohen disclaims beneficial ownership of these shares, and the filing of this Form 4 is not an admission that Mr. Cohen was the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

- (2) Shares held by the Martin Cohen 2018 Revocable Trust. Mr. Cohen and a member of his family serve as trustees of the trust. Mr. Cohen disclaims beneficial ownership of these shares except to the extent of his pecuniary interest.

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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