

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: 2024-07-02 | Period of Report: 2024-07-01
SEC Accession No. 0001284812-24-000257

(HTML Version on [secdatabase.com](https://www.secdatabase.com))

REPORTING OWNER

COHEN MARTIN

CIK: 1181496
Type: 4 | Act: 34 | File No.: 001-32236 | Film No.: 241095208

Mailing Address
C/O COHEN & STEERS, INC.
1166 AVENUE OF THE
AMERICAS, 30TH FLOOR
NEW YORK NY 10036

ISSUER

COHEN & STEERS, INC.

CIK: 1284812 | IRS No.: 141904657 | State of Incorporation: DE | Fiscal Year End: 1231
SIC: 6282 Investment advice

Mailing Address
1166 AVENUE OF THE
AMERICAS
30TH FLOOR
NEW YORK NY 10036

Business Address
1166 AVENUE OF THE
AMERICAS
30TH FLOOR
NEW YORK NY 10036
212 832 3232

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden
hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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) ☒ Director ☒ 10% Owner ☐ Officer (give title below) ☐ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2024					
1166 AVENUE OF THE AMERICAS								
(Street)			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 10036								
(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								8,261,461	I	By the Martin Cohen 2018 Revocable Trust (I)
Common Stock	07/01/2024		A		383 ⁽²⁾	A	\$ 0	882,492	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
									Amount or Number of Shares				

Explanation of Responses:

1. 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.
2. Represents shares of common stock underlying restricted stock units granted by the issuer to the reporting person. Such restricted stock units were 100% vested on the grant date and the related number of shares will be delivered to the reporting person on the third anniversary of the grant date.

Signatures

/s/ Brian W. Heller, Attorney-in-Fact

** Signature of Reporting Person

07/02/2024

Date

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

* 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.

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 Number.