

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2004-08-12** | Period of Report: **2004-08-12**  
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ISSUER

**COHEN & STEERS INC**

CIK: **1284812**

Business Address  
757 THIRD AVENUE 20TH  
FLOOR  
NEW YORK NY 10017  
212 832 3232

REPORTING OWNER

**STEERS ROBERT HAMILTON**

CIK: **1181438**

Type: **3** | Act: **34** | File No.: **001-32236** | Film No.: **04970275**

Mailing Address  
15 HILLTOP PLACE  
RYE NY 10580

Business Address  
C/O COHEN & STEERS  
757 THIRD AVENUE 20TH  
FLOOR  
NEW YORK NY 10017  
2128323232

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person <b>STEERS ROBERT HAMILTON</b>  (Last) (First) (Middle)  <b>15 HILLTOP PLACE</b>  (Street)  <b>RYE, NY 10580</b>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year)  <b>08/12/2004</b>	3. Issuer Name and Ticker or Trading Symbol  <b>COHEN &amp; STEERS INC [CNS]</b>		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  <b>Co-Chief Executive Officer</b>		5. If Amendment, Date Original Filed (Month/Day/Year)
				6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$.01 per share	11,689,299	D (1)	
Common Stock, par value \$.01 per share	1,660,701	I (1) (2)	By Robert H. Steers Family Trust (2)

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Explanation of Responses:**

- The reported shares are currently issued by Cohen & Steers Capital Management, Inc., of which Cohen & Steers, Inc. is currently a wholly-owned subsidiary. Pursuant to the merger that will be effected prior to the consummation of the initial public offering of Cohen & Steers, Inc.'s common stock and which will not alter the proportionate interests of Cohen & Steers Capital Management, Inc.'s securityholders, Cohen & Steers, Inc. will become the Delaware-incorporated parent holding company of Cohen & Steers Capital Management, Inc. and the issuer of the reported shares.
- These shares are held in trust for the benefit of Mr. Steers' family. Mr. Steers' spouse is trustee of the trust. Mr. Steers disclaims beneficial ownership of these securities, and the filing of this report is not an admission that Mr. Steers is the beneficial owner of these securities for the purposes of Section 16 or for any other purpose.

**Signatures**

/s/ Lawrence B. Stoller, Attorney-in-Fact for Robert H. Steers

08/12/2004

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.**

## POWER OF ATTORNEY

Know all by these presents, that each of the undersigned hereby constitutes and appoints each of Martin Cohen, Robert H. Steers, Victor M. Gomez and Lawrence B. Stoller, signing singly, each of the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of each of the undersigned, in each of the undersigned's capacity as an officer and/or director of Cohen & Steers, Inc., a Delaware corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of each of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, each of the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of each of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

Each of the undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as each of the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. Each of the undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of each of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 or the rules thereunder.

This Power of Attorney shall remain in full force and effect until each of the undersigned, after becoming subject to the requirements to file Forms 3, 4 and 5 with respect to each of the undersigned's holdings of and transactions in securities issued by the Company, ceases to be subject to those requirements, unless earlier revoked by each of the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 18th day of June, 2004.

/s/ Martin Cohen

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Martin Cohen

/s/ Robert H. Steers

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Robert H. Steers

/s/ Richard E. Bruce

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Richard E. Bruce

/s/ Peter L. Rhein

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Peter L. Rhein

/s/ Richard P. Simon

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Richard P. Simon

/s/ Edmond D. Villani

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Edmond D. Villani

/s/ Joseph M. Harvey

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Joseph M. Harvey

/s/ Adam M. Derechin

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Adam M. Derechin

/s/ John J. McCombe

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John J. McCombe

/s/ Douglas R. Bond

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Douglas R. Bond

/s/ Victor M. Gomez

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Victor M. Gomez

/s/ Lawrence B. Stoller

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Lawrence B. Stoller

