### Edgar Filing: COHEN & STEERS QUALITY INCOME REALTY FUND INC - Form 5

### COHEN & STEERS QUALITY INCOME REALTY FUND INC

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

Form 5

February 13, 2009

**OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **GROSSMAN GEORGE** Symbol **COHEN & STEERS QUALITY** (Check all applicable) INCOME REALTY FUND INC [ROI] X\_ Director 10% Owner Officer (give title Other (specify (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) below) below) (Month/Day/Year) 12/31/2008 C/O COHEN & STEERS. INC., 280 PARK AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) NEW YORK, NYÂ 10017 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at end Direct (D) Ownership of Issuer's or Indirect (Instr. 4) (A) Fiscal Year (I) or (Instr. 3 and 4) (Instr. 4) (D) Price Amount Common Stock, par Â value 12/31/2008(1) J 586.6353 A  $\$ \frac{(2)}{(2)}$  2,156.7253 D \$0.001 per share

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SEC 2270

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	int of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A 4	
									Amount	
						Date Exercisable	Expiration Date	Title	or	
									Number	
					(A) (D)				of	
					(A) (D)				Shares	

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
GROSSMAN GEORGE C/O COHEN & STEERS, INC. 280 PARK AVENUE NEW YORK, NY 10017	ÂX	Â	Â	Â		

## **Signatures**

Tina M. Payne, attorney-in-fact 02/13/2009

\*\*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) Shares were acquired throughout the 2008 year in the reporting person's account through a dividend reinvestment feature available to all of the Company's stockholders.
- (2) Shares were acquired through dividend reinvestments at various prices at fair market value throughout the 2008 reporting year.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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