

COHEN & STEERS REIT & PREFERRED INCOME FUND INC

Form 5

February 12, 2010

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362
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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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
STEERS ROBERT HAMILTON

2. Issuer Name and Ticker or Trading Symbol
COHEN & STEERS REIT & PREFERRED INCOME FUND INC [RNP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Co-Chairman

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2009

280 PARK AVENUE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10017

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock, par value \$0.001 per share | 03/03/2009 | Â | G | 100 ⁽¹⁾ D \$ 0 | 113,398.2253 D | Â | Â |
| Common Stock, par value \$0.001 | 12/21/2009 | Â | G | 75 ⁽²⁾ D \$ 0 | 113,323.2253 D | Â | Â |

| | | | | | | | | | | |
|---------------------------------|------------|---|---|-----------------------|---|------|--------------|------------------|--|-----------------------|
| per share | | | | | | | | | | |
| Common Stock, par value \$0.001 | 12/31/2009 | Â | J | 628 ⁽³⁾ | A | \$ 0 | 19,528.9012 | I ⁽⁴⁾ | | In Children's Account |
| per share | | | | | | | | | | |
| Common Stock, par value \$0.001 | 12/31/2009 | Â | J | 11,479 ⁽⁵⁾ | A | \$ 0 | 124,802.2253 | D | | Â |
| per share | | | | | | | | | | |
| Common Stock, par value \$0.001 | 12/31/2009 | Â | J | 3,582 ⁽⁶⁾ | A | \$ 0 | 55,582 | I ⁽⁷⁾ | | By Foundation |
| per share | | | | | | | | | | |
| Common Stock, par value \$0.001 | 12/31/2009 | Â | J | 120 ⁽⁸⁾ | A | \$ 0 | 23,891.1658 | I ⁽⁹⁾ | | By Spouse |
| per share | | | | | | | | | | |

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

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 control number.

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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 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. of D Se O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

STEERS ROBERT HAMILTON
280 PARK AVENUE
NEW YORK, NY 10017

Â Â Â Co-Chairman Â

Signatures

Tina M. Payne,
Attorney-in-Fact

02/12/2010

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 gifted to nephew, for no monetary compensation.
- (2) Shares were gifted to nephews and neice for no monetary compensation.
- (3) Shares were acquired through dividend reinvestments at various prices at fair market value throughout the 2009 reporting year.
- (4) The reporting person disclaims beneficial ownership of the securities in children's accounts, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (5) Shares were acquired through dividend reinvestments at various prices at fair market value throughout the 2009 reporting year.
- (6) Shares were acquired through dividend reinvestments at various prices at fair market value throughout the 2009 reporting year.

The reporting person disclaims beneficial ownership of the securities in The Grandview Steers Foundation account, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

- (8) Shares were acquired through dividend reinvestments at various prices at fair market value throughout the 2009 reporting year.
- (9) The reporting person disclaims beneficial ownership of the securities in spouse's account, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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.