### Edgar Filing: COHEN & STEERS REIT & PREFERRED INCOME FUND INC - Form 4

### COHEN & STEERS REIT & PREFERRED INCOME FUND INC

Form 4

December 17, 2014

| FORM                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | ORM 4 UNITED STATES SECUDITIES AND EXCHANCE COMMISSION                                                                                           |                  |                                                               |                                |               |                                                                                                                                         |               |                                                                                                | OMB APPROVAL                                             |                                                                  |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------|---------------------------------------------------------------|--------------------------------|---------------|-----------------------------------------------------------------------------------------------------------------------------------------|---------------|------------------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------|--|
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Washington, D.C. 20549                                                                                                                           |                  |                                                               |                                |               |                                                                                                                                         | OMMISSION     | OMB<br>Number:                                                                                 | 3235-028                                                 |                                                                  |  |
| Check the character of | ger                                                                                                                                              |                  |                                                               |                                | Expires:      | January 3                                                                                                                               |               |                                                                                                |                                                          |                                                                  |  |
| subject t<br>Section                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Section 16. Section 4 or                                                                                                                         |                  |                                                               |                                |               |                                                                                                                                         |               | Estimated average burden hours per response 0                                                  |                                                          |                                                                  |  |
| may cor                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | bligations hay continue.  Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 |                  |                                                               |                                |               |                                                                                                                                         |               | 1935 or Section                                                                                | ı                                                        |                                                                  |  |
| (Print or Type                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Responses)                                                                                                                                       |                  |                                                               |                                |               |                                                                                                                                         |               |                                                                                                |                                                          |                                                                  |  |
| STEERS ROBERT HAMILTON  S  F                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                  |                  | Symbol                                                        | er Name <b>and</b><br>N & STEI |               |                                                                                                                                         | 0             | 5. Relationship of Reporting Person(s) to Issuer                                               |                                                          |                                                                  |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                  |                  |                                                               | RRED IN                        |               |                                                                                                                                         | D INC         | (Check all applicable)  Director 10% Owner                                                     |                                                          |                                                                  |  |
| (Last)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 3. Date of Earliest Transaction (Month/Day/Year) 12/16/2014                                                                                      |                  |                                                               |                                |               | Officer (give title Other (special below)  Chairman                                                                                     |               |                                                                                                |                                                          |                                                                  |  |
| NEW YOR                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 4. If Am                                                                                                                                         | endment, Day/Yea | _                                                             | ıl                             |               | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting |               |                                                                                                |                                                          |                                                                  |  |
| (City)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | (State)                                                                                                                                          | (Zip)            | Tob                                                           | lo I Non I                     | Dorivotivo    | Soone                                                                                                                                   |               | Person                                                                                         | or Ronoficial                                            | ly Owned                                                         |  |
| 1.Title of Security (Month/Day/Year) Execution any (Month/D                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                  |                  | Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5) |                                |               |                                                                                                                                         | quired (A)    | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature o<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                  |                  |                                                               | Code V                         | Amount        | (D)                                                                                                                                     | Price         | (Instr. 3 and 4)                                                                               |                                                          |                                                                  |  |
| Stock, par<br>value<br>\$0.001 per<br>share                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 12/16/2014                                                                                                                                       |                  |                                                               | S                              | 36,200<br>(1) | D                                                                                                                                       | \$<br>18.8058 | 0                                                                                              | D                                                        |                                                                  |  |
| Reminder: Re                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | port on a separate lin                                                                                                                           | ne for each cl   | lass of sec                                                   | urities benef                  | ficially ow   | ned di                                                                                                                                  | rectly or in  | directly.                                                                                      |                                                          |                                                                  |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                  |                  |                                                               |                                |               |                                                                                                                                         |               | nd to the collect<br>ed in this form a                                                         |                                                          | EC 1474<br>(9-02)                                                |  |

required to respond unless the form displays a currently valid OMB control

number.

**OMB APPROVAL** 

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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. Title        | and          | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|----------------|-----------------|--------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | onNumber   | Expiration D  | ate            | Amoun           | t of         | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)          | Underly         | ying         | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |                | Securit         | ies          | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |                | (Instr. 3       | 3 and 4)     |             | Own    |
|             | Security    |                     |                    |            | Acquired   |               |                |                 |              |             | Follo  |
|             | •           |                     |                    |            | (A) or     |               |                |                 |              |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |                |                 |              |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |                |                 |              |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |                |                 |              |             |        |
|             |             |                     |                    |            | 4, and 5)  |               |                |                 |              |             |        |
|             |             |                     |                    |            |            |               |                |                 | A manuat     |             |        |
|             |             |                     |                    |            |            |               |                |                 | Amount       |             |        |
|             |             |                     |                    |            |            | Date          | Expiration     |                 | Or<br>Number |             |        |
|             |             |                     |                    |            |            | Exercisable   | ercisable Date | Title Number of |              |             |        |
|             |             |                     |                    | C + V      | (A) (D)    |               |                |                 |              |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |                |                 | Shares       |             |        |

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

STEERS ROBERT HAMILTON 280 PARK AVENUE NEW YORK, NY 10017

Chairman

## **Signatures**

Tina M. Payne, Attorney-in-Fact

12/17/2014

\*\*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).

The price reported in column 4 is a weighted average price. These shares were sold in several transactions at prices ranging from \$18.64 to \$19.01. The reporting person undertakes to provide Cohen & Steers, any security holder of Cohen & Steers, or the staff of the

Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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

Reporting Owners 2