

COHEN & STEERS REIT & PREFERRED INCOME FUND INC

Form 5

February 13, 2009

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362

Expires: January 31, 2005

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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)
12/31/2008

C/O COHEN & STEERS, INC., 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 Indirect Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock, par value \$0.001 per share	12/31/2008 ⁽¹⁾	Â	J	1,398.4975 A \$ ⁽²⁾	113,498.2253	D	Â
Common Stock, par value	12/31/2008 ⁽¹⁾	Â	J	232.8923 A \$ ⁽²⁾	18,900.9012	I	By Children ⁽³⁾

\$0.001
per share

Common
Stock, par

value	12/31/2008 ⁽⁴⁾	Â	P ⁽⁴⁾	0 ⁽⁴⁾	A	\$ ⁽⁴⁾ 52,000	I	By Foundation ⁽⁵⁾
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\$0.001
per share

Common
Stock, par

value	12/31/2008 ⁽¹⁾	Â	J	292.9025	A	\$ ⁽²⁾ 23,771.1658	I	By Wife ⁽⁶⁾
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\$0.001
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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(9-02)

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 B 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 C/O COHEN & STEERS, INC. 280 PARK AVENUE NEW YORK, NY 10017	Â X	Â	Â Co-Chairman	Â

Signatures

Robert H. Steers 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.
- (3) The reporting person disclaims beneficial ownership of the securities in the 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.
- (4) Disregard entries in the third row for columns 2, 2A, 3 and 4, which entries are provided solely to allow for transmission of second row information in columns 1, 5, 6 and 7.

The reporting person disclaims beneficial ownership of the securities in The Grandview Steers Foundation, 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) The reporting person disclaims beneficial ownership of the securities in wife'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.
- (6) The reporting person disclaims beneficial ownership of the securities in wife'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.