

COHEN & STEERS TOTAL RETURN REALTY FUND INC

Form 4

September 28, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COHEN BONNIE

2. Issuer Name **and** Ticker or Trading
Symbol
COHEN & STEERS TOTAL
RETURN REALTY FUND INC
[RFI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Last) (First) (Middle)

280 PARK AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/26/2016

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

NEW YORK, NY 10017

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	09/26/2016		S	1,310 (1)	D \$ 13.29 0	I	By Trust (2)
Common Stock, par value \$0.001 per share	09/26/2016		S	271 (3)	D \$ 13.3 0	D	
	09/26/2016		S	98 (4)	D 0	I	

Common	\$	by
Stock, par	13.34	Charitable
value		Trust ⁽⁵⁾
\$0.001 per		
share		

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

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SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

COHEN BONNIE
280 PARK AVENUE
NEW YORK, NY 10017

Signatures

Tina M. Payne,
Attorney-in-Fact

09/28/2016

____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 sold include 78 shares that were acquired through dividend reinvestments at various prices at fair market value throughout the 2016 reporting year.

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- The reporting person disclaims beneficial ownership of the securities in the Louis R. Cohen Reversible Trust account, and this report shall
- (2) 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.
 - (3) Shares sold include 13 shares that were acquired through dividend reinvestments at various prices at fair market value throughout the 2016 reporting year.
 - (4) Shares sold include 4 shares that were acquired through dividend reinvestments at various prices at fair market value throughout the 2016 reporting year.

- The reporting person disclaims beneficial ownership of the securities in the H. Rubenstein Charitable Trust account, and this report shall
- (5) 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 is insufficient, *see* Instruction 6 for procedure.

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