

COHEN & STEERS TOTAL RETURN REALTY FUND INC
 Form 4
 June 18, 2014

FORM 4

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

OMB APPROVAL

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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).

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

(Print or Type Responses)

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

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

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 06/13/2014

280 PARK AVENUE
 (Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	06/13/2014		A	(A) 9,345 (1)	A \$ 0 9,345	I	Children (2)
Common Stock, par value \$0.001 per share	06/13/2014		A	(A) 5,012 (3)	A \$ 0 32,045.9731	D	
	06/17/2014		A		A \$ 0 3,434	I	

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Common Stock, par value \$0.001 per share	3,434 <u>(4)</u>	Foundation <u>(5)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STEERS ROBERT HAMILTON 280 PARK AVENUE NEW YORK, NY 10017	Co-Chairman

Signatures

Tina M. Payne, Attorney-in-Fact	06/18/2014
<u> </u> 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) Received in exchange for 7104.342 shares of Cohen & Steers Dividend Majors Fund, Inc. (DVM) common stock in connection with merger of DVM into Cohen & Steers Total Return Realty Fund, Inc. (RFI)(the Merger). On the date of the merger, the closing net asset

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value (NAV) of DVM's common stock was \$17.6229 per share, and the closing NAV of RFI's common stock was \$13.3963 per share.

- (2) The reporting person disclaims beneficial ownership of the securities in the childern'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.

- (3) Received in exchange for 3,810.192 shares of Cohen & Steers Dividend Majors Fund, Inc. (DVM) common stock in connection with merger of DVM into Cohen & Steers Total Return Realty Fund, Inc. (RFI)(the Merger). On the date of the merger, the closing net asset value (NAV) of DVM's common stock was \$17.6229 per share, and the closing NAV of RFI's common stock was \$13.3963 per share.

- (4) Received in exchange for 2611 shares of Cohen & Steers Dividend Majors Fund, Inc. (DVM) common stock in connection with merger of DVM into Cohen & Steers Total Return Realty Fund, Inc. (RFI)(the Merger). On the date of the merger, the closing net asset value (NAV) of DVM's common stock was \$17.6229 per share, and the closing NAV of RFI's common stock was \$13.3963 per share.

- (5) 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.

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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