## Edgar Filing: COHEN & STEERS TOTAL RETURN REALTY FUND INC - Form 5

### COHEN & STEERS TOTAL RETURN REALTY FUND INC

Form 5

February 13, 2009

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FORM	_			D EVCH	ANGI	E CO	NAMIGGIONI	OMB AF	PROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Check this box if Washington, D.C. 20549							MIMISSION	Number:	3235-0362 January 31,	
no longer to Section Form 4 or 5 obligation may conting	ENT OF CHANGES IN BENEFICIAL RSHIP OF SECURITIES				Expires: 2005 Estimated average burden hours per response 1.0					
See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 30(h) of the Investment Company Act of 1940 Transactions Reported										
1. Name and A	Iss				. Relationship of Reporting Person(s) to ssuer					
			N & STEERS TOTAL RN REALTY FUND INC				(Check all applicable)			
(Last)	(First) (N	(Month)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  ———————————————————————————————————					ititle 0ther (specify below)		
1824 PHEL 1810	PS PLACE, UN		2008							
			nendment, Date Original 6. Individua onth/Day/Year)				r Joint/Group Reporting heck applicable line)			
WASHING	TON, DC 200	008				ر_	K_ Form Filed by (			
						Pe	_ Form Filed by Merson	iore than One Re	eporting	
(City)	(State)	(Zip) Tal	ble I - Non-Der	ivative Secu	rities	Acquir	ed, Disposed of	or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securities Acquired (A) or Disposed of (E) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common				Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)	(Instr. 4)		
Stock, par value \$0.001 per share	12/31/2008(1)	Â	J	433.946	A	\$ <u>(2)</u>	1,746.483	D	Â	
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 (9-02)						

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the form displays a currently valid OMB control number.

of

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transaction	5. Number	6. Date Exerc Expiration D	ate	7. Title	nt of	8. Price of Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under		Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securi		(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title	Number	
									of	
					(A) (D)				Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
COHEN BONNIE							
1824 PHELPS PLACE	â v	Â	â	â			
UNIT 1810	АЛ	А	A	А			
WASHINGTON, DC 20008							

## **Signatures**

Tina M. Payne, 02/13/2009 attorney-in-fact

\*\*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.

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.

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