

COHEN & STEERS QUALITY INCOME REALTY FUND INC

Form 5

February 11, 2009

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
DERECHIN ADAM M

(Last) (First) (Middle)

2. Issuer Name **and** Ticker or Trading
SymbolCOHEN & STEERS QUALITY
INCOME REALTY FUND INC
[RQI]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President and Chief Executive

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2008C/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 Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	12/31/2008 ⁽¹⁾	Â	J	977.811 A \$ ⁽²⁾	2,116.539	D	Â
Common Stock, par	12/31/2008 ⁽³⁾	Â	P ⁽³⁾	0 ⁽³⁾ A \$ 0 ⁽³⁾	500	I ⁽⁴⁾	Family Trust

value
\$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 2270
(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 S B O E I F (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
DERECHIN ADAM M C/O COHEN & STEERS, INC. 280 PARK AVENUE NEW YORK, NY 10017	Â	Â	Â President and Chief Executive	Â

Signatures

Adam Derechin 02/11/2009

**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) Disregard entries in the second 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.

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- Of the 500 shares held indirectly in a family trust, Mr. Derechin has beneficial interest in only 125 of these shares. Mr. Derechin
- (4) disclaims beneficial ownership of the remaining 375 securities for purposes of Section 16 and for any other purposes. Mr. Derechin is a trustee of the family trust, along with three siblings.

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.