

COHEN & STEERS INFRASTRUCTURE FUND INC
 Form 4
 March 16, 2010

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
 INFRASTRUCTURE FUND INC
 [UTF]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 280 PARK AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/12/2010

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

NEW YORK, NY 10017

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

(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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, par value \$0.001 per share	03/12/2010		A		42,969.9885 ⁽¹⁾	A	\$ 0 42,969.9885	D
Common Stock, par value \$0.001 per share	03/12/2010		A		2,452.199 ⁽²⁾	A	\$ 0 2,452.199	I ⁽³⁾ by children
	03/12/2010		A			A	\$ 0 1,317.9183	I ⁽⁵⁾

Common Stock, par value \$0.001 per share 1,317.9183 (4) by spouse

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. 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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
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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 03/16/2010

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 58,497.5884 shares of Cohen & Steers REIT and Utility Income Fund, Inc. (RTU) common stock in connection with merger of RTU into Cohen & Steers Infrastructure Fund, Inc. (UTF) (the Merger). On the effective date of the Merger, the closing

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price of RTU's common stock was \$11.13 per share, and the closing price of UTF's common stock was \$15.39 per share.

- (2) Received in exchange for 3338.3236 shares of Cohen & Steers REIT and Utility Income Fund, Inc. (RTU) common stock in connection with merger of RTU into Cohen & Steers Infrastructure Fund, Inc. (UTF) (the Merger). On the effective date of the Merger, the closing price of RTU's common stock was \$11.13 per share, and the closing price of UTF's common stock was \$15.39 per share.
- (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) Received in exchange for 1794.1602 shares of Cohen & Steers REIT and Utility Income Fund, Inc. (RTU) common stock in connection with merger of RTU into Cohen & Steers Infrastructure Fund, Inc. (UTF) (the Merger). On the effective date of the Merger, the closing price of RTU's common stock was \$11.13 per share, and the closing price of UTF's common stock was \$15.39 per share.
- (5) The reporting person disclaims beneficial ownership of the securities in spouse'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.

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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