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COHEN & STEERS TOTAL RETURN REALTY FUND INC

Form 5

February 17, 2017

| Tebruary 17, | | | | | | | | 0145 | * DDD 0\ / 4 | | |
|--|---------------------------------|-----------------|---|---|-----------|---------|---|---|---|--|--|
| FORM | 15 | | | | | | | | APPROVAL | | |
| UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | | | Number: | 3235-0362 | | |
| Tomi Tom Com | | | Washington, D.C. 20549 | | | | | Expires: | January 31, 2005 | | |
| | | | ATEMENT OF CHANGES IN BENI OWNERSHIP OF SECURITIES | | | | EFICIAL | Estimated burden ho response. | d average ours per | | |
| See Instru 1(b). Form 3 He Reported Form 4 Transactic Reported | Filed pure bldings Section 17(a | a) of the Publi | on 16(a) of the c Utility Holdi e Investment (| ing Comp | any A | Act of | 1935 or Section | | | | |
| 1. Name and Address of Reporting Person * COHEN BONNIE | | | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| | | | COHEN & STEERS TOTAL RETURN REALTY FUND INC | | | | (Check all applicable) | | | | |
| | | _ | | | | | Director 10% Owner Officer (give title Other (specify | | | | |
| (Last) | (First) (N | (Moi | | | | | | ve title Other (specify below) | | | |
| 280 PARK | AVENUE | | | | | | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Reporting | | | | |
| | | | | | | | (che | eck applicable lin | ie) | | |
| MEM YOU | IZ Â NIX Â 10017 | | | | | | | | | | |
| NEW YOR | K, NY 10017 | | | | | | _X_ Form Filed by Form Filed by Person | y One Reporting More than One | | | |
| (City) | (State) | (Zip) | Table I - Non-De | rivative Se | curitio | es Acaı | ired, Disposed | of, or Benefici | ally Owned | | |
| 1.Title of | 2. Transaction Date | | 3. | 4. Securi | | | 5. Amount of | 6. | 7. Nature of | | |
| Security (Instr. 3) | (Month/Day/Year) | | e, if Transaction Code | Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | Securities G Beneficially F Owned at end (of Issuer's I | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | Amount | or (D) | Price | 4) | | | | |
| Common Stock, par | | | | Amount | (D) | riice | | | | | |
| value \$0.001 per share | 12/31/2016 | Â | A | 4 (1) | A | \$0 | 4 | D | Â | | |
| Common Stock, par value | 12/31/2016 | Â | A | 23 (1) | A | \$0 | 23 | I | By Family Trust (2) | | |

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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.

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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) | | ate | 7. Tit Amou Unde Secur (Instr | ınt of rlying | 8. Price of Derivative Security (Instr. 5) |
|---|---|---|---|---|---|---------------------|--------------------|---|--|---|
| | | | | | (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 | Â | Â | Â | Â | | | |

Signatures

Tina M. Payne,
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 through dividend reinvestments at various prices at fair market value towards the end of 2016, after the Reporting Person attempted to sell the entire position in this account.

Reporting Owners 2

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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.
- The reporting person disclaims beneficial ownership of the securities in the H. Rubenstein Charitable Trust 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 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.