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COHEN & STEERS INFRASTRUCTURE FUND INC

Form 5 February 11, 2011 **OMB APPROVAL** FORM 5 OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations **OWNERSHIP OF SECURITIES** response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer STEERS ROBERT HAMILTON Symbol **COHEN & STEERS** (Check all applicable) INFRASTRUCTURE FUND INC [UTF] Director 10% Owner Officer (give title Other (specify (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) below) below) (Month/Day/Year) Co-Chairman 12/31/2010 280 PARK AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) NEW YORK, NYÂ 10017

X 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. Securi Acquired Disposed (Instr. 3, Amount	d (A) of d of (D 4 and (A) or))	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	12/31/2010	Â	J	1,021 (1)	A	\$ 0	43,990.9885	D	Â
Common Stock, par value \$0.001 per	12/31/2010	Â	J	54 <u>(2)</u>	A	\$0	2,506.199	Ι	In Children's Accounts (3)

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share									
Common Stock, par value \$0.001 per share	12/31/2010	Â	J	54 <u>(4)</u>	A	\$ 0	1,371.9183	I	In Spouse's Account (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of informationSEC 2270contained in this form are not required to respond unless(9-02)the form displays a currently valid OMB control number.(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)		ate	7. Tit Amou Unde: Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)	9. of So B O E I S Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
, o	Director	10% Owner	Officer	Other				
STEERS ROBERT HAMILTON 280 PARK AVENUE NEW YORK, NY 10017	Â	Â	Co-Chairman	Â				
Signatures								
Tina M. Payne, Attorney-in-Fact	02/11/							

**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 throughout the 2010 reporting year.
- (2) Shares were acquired through dividend reinvestments at various prices at fair market value throughout the 2010 reporting year.

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- (3) The reporting person disclaims beneficial ownership of the securities in the childrens 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) Shares were acquired through dividend reinvestments at various prices at fair market value throughout the 2010 reporting year.
- (5) The reporting person disclaims beneficial ownership of the securities in the spouse'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.

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.