

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

| OMB APPROVAL                                      |           |
|---------------------------------------------------|-----------|
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|                                                                             |  |                                         |                                                                                                             |                                   |   |                                                                      |                                                                                                                                                           |           |                                                                                                  |  |                                                             |                                                          |  |
|-----------------------------------------------------------------------------|--|-----------------------------------------|-------------------------------------------------------------------------------------------------------------|-----------------------------------|---|----------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------|----------------------------------------------------------|--|
| 1. Name and Address of Reporting Person<br>BANK OF AMERICA CORP /DE/        |  |                                         | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>COHEN & STEERS REIT & PREFERRED INCOME FUND INC [RNP] |                                   |   |                                                                      | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>____ Director<br>____ Officer (give title below)                            |           |                                                                                                  |  |                                                             |                                                          |  |
| (Last) (First) (Middle)<br>BANK OF AMERICA CORPORATE CENTER, 100 N TRYON ST |  |                                         | 3. Date of Earliest Transaction (Month/Day/Year)<br>09/15/2009                                              |                                   |   |                                                                      |                                                                                                                                                           |           |                                                                                                  |  |                                                             |                                                          |  |
| (Street)<br>CHARLOTTE, NC 28255                                             |  |                                         | 4. If Amendment, Date Original Filed(Month/Day/Year)                                                        |                                   |   |                                                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>____ Form filed by One Reporting Person<br>_X_ 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<br>(Instr. 3)                                           |  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                                                       | 3. Transaction Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |                                                                                                                                                           |           | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) |  | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |  |
|                                                                             |  |                                         |                                                                                                             | Code                              | V | Amount                                                               | (A) or (D)                                                                                                                                                | Price     |                                                                                                  |  |                                                             |                                                          |  |
| Common Stock                                                                |  | 09/15/2009                              | 09/15/2009                                                                                                  | P                                 |   | 1,000                                                                | A                                                                                                                                                         | \$ 9,9464 | 1,000                                                                                            |  | I                                                           | By Subsidiary                                            |  |
| Common Stock                                                                |  | 09/15/2009                              | 09/15/2009                                                                                                  | S                                 |   | 640                                                                  | D                                                                                                                                                         | \$ 9,7218 | 360                                                                                              |  | I                                                           | By Subsidiary                                            |  |
| Common Stock                                                                |  | 09/15/2009                              | 09/15/2009                                                                                                  | S                                 |   | 360                                                                  | D                                                                                                                                                         | \$ 9,7252 | 0                                                                                                |  | I                                                           | By Subsidiary                                            |  |

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<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |  | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |  | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |  | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|                                               |                                                        |                                         |                                                       | Code                              | V |                                                                                            |  |                                                             |  |                                                                  |  |                                               |                                                                                                       |                                                                                     |                                                           |

Reporting Owners

| Reporting Owner Name / Address                                                                              | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                             | Director      | 10% Owner | Officer | Other |
| BANK OF AMERICA CORP /DE/<br>BANK OF AMERICA CORPORATE CENTER<br>100 N TRYON ST<br>CHARLOTTE, NC 28255      |               | X         |         |       |
| MERRILL LYNCH, PIERCE, FENNER & SMITH INC.<br>4 WORLD FINANCIAL CENTER<br>NORTH TOWER<br>NEW YORK, NY 10080 |               | X         |         |       |

Signatures

|                                                                                             |  |            |
|---------------------------------------------------------------------------------------------|--|------------|
| /s/Angelina Richardson, Vice President, on behalf of Bank of America Corporation            |  | 09/17/2009 |
| Signature of Reporting Person                                                               |  | Date       |
| /s/Robert Shine, Attorney-in-Fact, on behalf of Merrill Lynch, Pierce, Fenner & Smith, Inc. |  | 09/17/2009 |
| 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).

Remarks:  
The transactions reported on this Form 4 were affected by Merrill Lynch, Pierce, Fenner & Smith, Incorporated, an indirect, wholly owned subsidiary of Bank of America Corporation.

