

BERGES DAVID E  
Form 4  
February 02, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
BERGES DAVID E

2. Issuer Name and Ticker or Trading Symbol  
HEXCEL CORP /DE/ [HXL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
HEXCEL CORPORATION, 281 TRESSER BLVD.

3. Date of Earliest Transaction (Month/Day/Year)  
01/29/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO

(Street)  
STAMFORD, CT 06901

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

**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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock <u>(1)</u>	01/29/2010		M	9,597 A \$ 0	257,946	D	
Common Stock <u>(2)</u>	01/29/2010		F	3,926 D \$ 11	254,020	D	
Common Stock					62,839	I	By Berges Family Trust
Common Stock					95,000	I	By Berges 2009 Grantor Retained

Annuity  
Trust I

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

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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 Underlying Security (Instr. 3 and 4)
					(A)	(D)		
Restricted Stock Units <sup>(3)</sup>	<sup>(3)</sup>	02/01/2010		A	51,893		<sup>(4)</sup> 02/01/2013	Common Stock
Non-Qualified Stock Option <sup>(5)</sup>	\$ 10.9	02/01/2010		A	217,580		<sup>(6)</sup> 02/01/2020	Common Stock
Restricted Stock Units <sup>(3)</sup>	<sup>(3)</sup>	01/29/2010		M	9,597		<sup>(4)</sup> 01/29/2010	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERGES DAVID E HEXCEL CORPORATION 281 TRESSER BLVD. STAMFORD, CT 06901	X		Chairman & CEO	

## Signatures

/s/David E. Berges by Seth L. Kaplan,  
Attorney-in-fact

02/02/2010

\*\*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)

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The Common Stock was acquired upon the conversion of Restricted Stock Units ("RSUs") in accordance with the terms of the underlying agreement. The RSUs were granted in a transaction exempt under Rule 16b.

- (2) The Common Stock was withheld as payment of tax withholding required upon conversion of RSUs.
- (3) These RSUs were granted in a transaction exempt under Rule 16b. Upon vesting, RSUs are converted into an equivalent number of shares of Common Stock that are distributed to the grantee.
- (4) The RSUs vest and convert into an equivalent number of shares of Common Stock in equal installments on the first three anniversaries from the grant date. Vesting of the RSUs is also subject to certain acceleration and termination provisions.
- (5) Non-Qualified Options ("NQOs") granted in a transaction exempt under Rule 16b.
- (6) The NQOs become vested with respect to one-third of the shares of Common Stock subject thereto on each of the first three anniversaries of the date of grant. Vesting of the NQOs is also subject to certain acceleration and termination provisions.

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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22,839,803

Health Care REIT (a),(b)

51,256

2,817,030

Healthcare Realty Trust

69,415

1,527,130

Senior Housing Properties Trust (a),(b)

464,670

10,245,973

Explanation of Responses:

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Ventas (a),(b)

476,518

27,209,178

64,639,114

HOTEL 5.3%

Hersha Hospitality Trust (a),(b)

762,708

4,164,386

Hospitality Properties Trust (a),(b)

233,602

Explanation of Responses:

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	6,183,445
Host Hotels & Resorts (a),(b)	
	771,250
	12,663,925
Hyatt Hotels Corp., Class A (a),(b),(c)	
	263,091
	11,239,247
RLJ Lodging Trust	
	166,000
	3,092,580
Starwood Hotels & Resorts Worldwide (a)	
	107,456
	6,061,593

43,405,176

INDUSTRIAL 3.7%

First Industrial Realty Trust (a),(c)

240,000

2,964,000

Prologis (a),(b)

764,217

27,527,096

30,491,096



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	Number of Shares	Value
<b>OFFICE 8.4%</b>		
Alexandria Real Estate Equities	99,754	\$ 7,295,010
BioMed Realty Trust	35,698	677,548
Boston Properties (a),(d)	177,296	18,614,307
Brookfield Office Properties (Canada)	21,300	371,685
Douglas Emmett (a),(b)	130,400	2,974,424
Hudson Pacific Properties (a),(b)	226,357	3,424,781
Kilroy Realty Corp. (a),(b)	215,421	10,040,773
Liberty Property Trust (a),(b)	171,287	6,118,372
Mack-Cali Realty Corp. (a),(b)	172,333	4,966,637
SL Green Realty Corp. (a),(b)	188,733	14,636,244
		69,119,781
<b>RESIDENTIAL 13.6%</b>		
<b>APARTMENT 13.1%</b>		
American Campus Communities	67,600	3,023,072
Apartment Investment & Management Co.(a),(b)	611,499	16,149,689
Associated Estates Realty Corp.(a)	352,218	5,755,242
AvalonBay Communities(a),(b)	106,919	15,113,001
BRE Properties(a),(b)	41,375	2,091,506
Campus Crest Communities(a),(b)	218,907	2,552,456
Education Realty Trust(a)	547,605	5,936,038
Equity Residential(a),(b)	536,977	33,625,500
Essex Property Trust	41,400	6,272,514
Mid-America Apartment Communities	85,304	5,717,927
Post Properties(a),(b)	24,297	1,138,557
UDR(a),(b)	377,192	10,074,798
		107,450,300
<b>MANUFACTURED HOME 0.5%</b>		
Equity Lifestyle Properties(a),(b)	62,241	4,340,687
<b>TOTAL RESIDENTIAL</b>		<b>111,790,987</b>

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	Number of Shares	Value
<b>SELF STORAGE 4.9%</b>		
CubeSmart (a)	624,176	\$ 7,427,695
Extra Space Storage	109,880	3,163,445
Public Storage (a),(b)	171,011	23,628,590
Sovran Self Storage	130,024	6,479,096
		40,698,826
<b>SHOPPING CENTER 18.9%</b>		
<b>COMMUNITY CENTER 6.2%</b>		
Acadia Realty Trust(a)	267,569	6,031,005
Federal Realty Investment Trust(a),(b)	158,616	15,352,443
Kimco Realty Corp.(a),(b)	414,479	7,982,866
Ramco-Gershenson Properties Trust(a),(b)	304,000	3,714,880
Regency Centers Corp.(a),(b)	266,642	11,860,236
Tanger Factory Outlet Centers	199,700	5,937,081
		50,878,511
<b>REGIONAL MALL 12.7%</b>		
General Growth Properties(a),(b)	1,050,268	17,844,053
Simon Property Group(a),(b)	494,746	72,074,597
Taubman Centers(a)	163,916	11,957,672
Westfield Group (Australia)(a)	343,300	3,140,012
		105,016,334
<b>TOTAL SHOPPING CENTER</b>		<b>155,894,845</b>
<b>SPECIALTY 2.0%</b>		
Digital Realty Trust (a),(b)	123,912	9,165,771
DuPont Fabros Technology (a),(b)	310,098	7,581,896
		16,747,667
<b>TOTAL COMMON STOCK (Identified cost \$405,312,597)</b>		<b>567,629,314</b>

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	Number of Shares	Value
<b>PREFERRED SECURITIES \$25 PAR VALUE 26.9%</b>		
<b>BANK 7.2%</b>		
Ally Financial, 7.25%, due 2/7/33(e)	109,354	\$ 2,479,055
Ally Financial, 7.375%, due 12/16/44(a)	80,001	1,808,023
Citigroup Capital VII, 7.125%, due 7/31/31, (TruPS)(a)	95,000	2,395,900
Citigroup Capital VIII, 6.95%, due 9/15/31, (TruPS)(a)	652,748	16,318,700
Citigroup Capital XVI, 6.45%, due 12/31/66, Series W (TruPS)	88,300	2,145,690
CoBank ACB, 7.00%, 144A (\$50 Par Value)(f),(g)	135,000	6,420,937
Countrywide Capital IV, 6.75%, due 4/1/33(a)	263,713	6,205,167
Countrywide Capital V, 7.00%, due 11/1/36(a)	378,305	9,030,140
First Niagara Financial Group, 8.625%, Series B	120,000	3,308,400
First Republic Bank, 6.70%, Series A	60,000	1,518,600
Regions Financing Trust III, 8.875%, due 6/15/78	55,358	1,414,397
US Bancorp, 6.50%, Series F	101,427	2,757,800
Zions Bancorp, 9.50%, due 12/29/49, Series C(a),(b)	150,000	3,910,500
		59,713,309
<b>BANK FOREIGN 2.6%</b>		
Barclays Bank PLC, 7.10%, Series III	22,573	558,682
Deutsche Bank Capital Funding Trust VIII, 6.375%	127,173	3,036,891
Deutsche Bank Contingent Capital Trust III, 7.60%(a),(b)	242,162	6,213,877
National Westminster Bank PLC, 7.76%, Series C(a)	407,854	9,519,312
Royal Bank of Scotland Group PLC, 6.60%, Series S	111,722	1,865,758
		21,194,520
<b>ELECTRIC INTEGRATED 1.0%</b>		
DTE Energy Co., 6.50%, due 12/1/61(a)	120,000	3,272,400
NextEra Energy Capital Holdings, 5.70%, due 3/1/72, Series G	200,000	5,010,000
		8,282,400
<b>FINANCE INVESTMENT BANKER/BROKER 1.0%</b>		
Morgan Stanley Capital Trust III, 6.25%, due 3/1/33(a)	185,991	4,493,543
Raymond James Financial, 6.90%, due 3/15/42	147,923	3,843,039
		8,336,582

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	Number of Shares	Value
<b>INSURANCE 5.3%</b>		
<b>LIFE/HEALTH INSURANCE FOREIGN 0.5%</b>		
Aegon NV, 6.875%(a)	158,294	\$ 3,870,288
<b>MULTI LINE 0.7%</b>		
American Financial Group, 7.00%, due 9/30/50(a)	86,314	2,259,701
American International Group, 7.70%, due 12/18/62(a)	93,605	2,343,869
American International Group, 6.45%, due 6/15/77, Series A-4	50,000	1,182,000
		5,785,570
<b>MULTI LINE FOREIGN 2.0%</b>		
ING Groep N.V., 6.375%(a)	166,285	3,641,642
ING Groep N.V., 7.05%	109,060	2,548,732
ING Groep N.V., 7.375%(a)	264,873	6,325,167
ING Groep N.V., 8.50%(a)	159,419	4,033,301
		16,548,842
<b>REINSURANCE FOREIGN 2.1%</b>		
Arch Capital Group Ltd., 6.75%	125,000	3,181,250
Arch Capital Group Ltd., 7.875%, Series B	100,443	2,548,239
Aspen Insurance Holdings Ltd., 7.401%, Series A	46,225	1,191,218
Axis Capital Holdings Ltd., 6.875%, Series C	240,000	6,240,000
Endurance Specialty Holdings Ltd., 7.50%, Series B	130,000	3,356,600
Montpelier Re Holdings Ltd., 8.875%(a)	40,035	1,090,954
		17,608,261
<b>TOTAL INSURANCE</b>		<b>43,812,961</b>
<b>INTEGRATED TELECOMMUNICATIONS SERVICES 3.1%</b>		
Qwest Corp., 7.00%, due 4/1/52	39,900	1,009,470
Qwest Corp., 7.375%, due 6/1/51(a)	465,270	12,115,631
Qwest Corp., 7.50%, due 9/15/51	86,679	2,263,188
Telephone & Data Systems, 6.875%, due 11/15/59(a)	154,000	4,020,940
Telephone & Data Systems, 7.00%, due 3/15/60(a),(b)	140,000	3,669,400
United States Cellular Corp., 6.95%, due 5/15/60(a)	80,000	2,086,400
		25,165,029

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	Number of Shares	Value
<b>MEDIA DIVERSIFIED SERVICES 0.0%</b>		
Comcast Corp., 6.625%, due 5/15/56(a)	13,600	\$ 344,080
<b>REAL ESTATE 5.9%</b>		
<b>DIVERSIFIED 0.7%</b>		
Lexington Realty Trust, 6.50%, Series C (\$50 Par Value)(a)	96,586	4,181,208
Vornado Realty Trust, 6.75%, Series H(a),(b)	56,100	1,420,452
		5,601,660
<b>HOTEL 0.6%</b>		
Hospitality Properties Trust, 7.125%, Series D	95,000	2,391,150
Pebblebrook Hotel Trust, 7.875%, Series A	100,000	2,590,000
		4,981,150
<b>OFFICE 0.4%</b>		
BioMed Realty Trust, 7.375%, Series A(a)	55,000	1,383,250
SL Green Realty Corp., 7.625%, Series C(a)	70,000	1,761,200
		3,144,450
<b>OFFICE/INDUSTRIAL 0.4%</b>		
PS Business Parks, 7.00%, Series H(a)	118,864	2,997,750
<b>RESIDENTIAL 1.1%</b>		
<b>APARTMENT 0.9%</b>		
Apartment Investment & Management Co., 7.75%, Series U(a)	100,000	2,510,000
Apartment Investment & Management Co., 8.00%, Series V(a)	109,500	2,776,920
Apartment Investment & Management Co., 7.875%, Series Y(a)	110,000	2,780,800
		8,067,720
<b>MANUFACTURED HOME 0.2%</b>		
Equity Lifestyle Properties, 8.034%, Series A(a)	60,000	1,527,000
<b>TOTAL RESIDENTIAL</b>		<b>9,594,720</b>

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	Number of Shares	Value
SHOPPING CENTER 2.7%		
COMMUNITY CENTER 1.8%		
Cedar Shopping Centers, 8.875%, Series A	62,000	\$ 1,555,580
DDR Corp., 7.50%, Series I(a)	158,603	3,969,833
Inland Real Estate Corp., 8.125%, Series A	135,000	3,454,650
Kimco Realty Corp., 7.75%, Series G(a)	94,996	2,412,899
Weingarten Realty Investors, 6.50%, Series F(a),(b)	127,540	3,192,326
		14,585,288
REGIONAL MALL 0.9%		
CBL & Associates Properties, 7.375%, Series D(a)	304,982	7,624,550
TOTAL SHOPPING CENTER		22,209,838
TOTAL REAL ESTATE		48,529,568
TRANSPORT MARINE 0.8%		
Seaspan Corp., 9.50%, due 1/29/49, Series C(a)	249,142	6,726,834
TOTAL PREFERRED SECURITIES \$25 PAR VALUE (Identified cost \$203,537,915)		222,105,283

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	Number of Shares	Value
PREFERRED SECURITIES CAPITAL SECURITIES 41.3%		
BANK 12.3%		
AgFirst Farm Credit Bank, 7.30%, due 10/14/49, 144A(f),(g)	16,000,000	\$ 15,701,760
Astoria Capital Trust I, 9.75%, due 11/1/29, Series B(f)	9,600,000	9,991,258
Citigroup Capital III, 7.625%, due 12/1/36(a)	8,950,000	9,156,960
CoBank ACB, 11.00%, Series C, 144A (\$50 Par Value)(a),(g)	125,000	6,777,350
Farm Credit Bank of Texas, 10.00%, due 12/15/20, (\$1,000 Par Value) Series I(a)	4,000	4,746,250
Goldman Sachs Capital I, 6.345%, due 2/15/34(d)	3,000,000	2,807,370
Huntington Bancshares, 8.50%, due 12/31/49, Series A (Convertible)	3,200	3,710,208
JP Morgan Chase & Co., 7.90%, due 4/29/49, Series I (FRN)(a)	15,000,000	16,489,830
NB Capital Trust II, 7.83%, due 12/15/26(a)	4,000,000	4,015,000
PNC Financial Services Group, 6.75%, due 7/29/49, (FRN)(a),(b)	5,000,000	5,292,175
Sovereign Capital Trust VI, 7.908%, due 6/13/36(a)	3,250,000	3,258,125
Wells Fargo & Co., 7.98%, due 3/29/49, Series K (FRN)(a)	9,550,000	10,445,312
Wells Fargo & Co., 7.50%, Series L (Convertible)(a),(b)	8,000	8,933,600
		101,325,198

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	Number of Shares	Value
<b>BANK FOREIGN 9.6%</b>		
Abbey National Capital Trust I, 8.963%, due 12/29/49(a)	7,559,000	\$ 7,710,180
Banco do Brasil SA/Cayman, 9.25%, due 12/31/49, 144A(g)	5,500,000	5,995,000
Barclays Bank PLC, 6.278%, due 12/31/49(a)	8,350,000	7,003,562
BNP Paribas, 7.195%, due 12/31/49, 144A(a),(g)	4,300,000	3,859,250
BPCE SA, 9.00%, due 12/31/49, (France)(EUR)	2,350,000	2,899,130
Claudius Ltd., 7.875%, due 12/12/49(a)	4,000,000	4,100,000
HSBC Capital Funding LP, 10.176%, due 12/29/49, 144A(a),(b),(g)	11,592,000	15,417,360
LBG Capital No.1 PLC, 8.00%, due 12/29/49, 144A(a),(g)	6,800,000	5,913,953
Lloyds TSB Bank PLC, 6.35%, due 12/31/49	2,500,000	2,614,385
Lloyds TSB Bank PLC, 9.87%, due 12/16/21, (FRN)	1,800,000	1,930,500
Rabobank Nederland, 8.40%, due 12/31/49	5,000,000	5,137,500
Rabobank Nederland, 11.00%, due 6/29/49, 144A(a),(b),(g)	5,950,000	7,594,854
Santander UK PLC, 7.95%, due 10/26/29(a)	1,500,000	1,531,590
SMFG Preferred Capital, 9.50%, due 7/29/49, 144A (FRN)(a),(g)	4,000,000	4,720,000
Standard Chartered PLC, 7.014%, due 7/29/49, 144A(a),(g)	3,050,000	2,970,297
		79,397,561
<b>FINANCE 2.2%</b>		
<b>CREDIT CARD 1.0%</b>		
American Express Co., 6.80%, due 9/1/66(a)	4,450,000	4,555,688
Capital One Capital III, 7.686%, due 8/15/36(d)	3,850,000	3,888,500
		8,444,188
<b>DIVERSIFIED FINANCIAL SERVICES 0.3%</b>		
Credit Suisse Group Guernsey I Ltd., 7.875%, due 2/24/41	2,450,000	2,418,150
<b>INVESTMENT ADVISORY SERVICES FOREIGN 0.6%</b>		
Old Mutual PLC, 8.00%, due 6/3/21, (United Kingdom)(GBP)	3,000,000	4,982,986
<b>INVESTMENT BANKER/BROKER 0.3%</b>		
Charles Schwab Corp., 7.00%, due 12/31/49	2,300,000	2,455,043
<b>TOTAL FINANCE</b>		<b>18,300,367</b>
<b>FOOD 0.7%</b>		
Dairy Farmers of America, 7.875%, 144A(f),(g)	60,000	5,898,750

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	Number of Shares	Value
<b>INSURANCE 10.1%</b>		
<b>LIFE/HEALTH INSURANCE 1.0%</b>		
American General Institutional Capital B, 8.125%, due 3/15/46, 144A(a),(g)	5,250,000	\$ 5,381,250
Great-West Life & Annuity Insurance Co., 7.153%, due 5/16/46, 144A(a),(g)	2,700,000	2,713,500
		8,094,750
<b>LIFE/HEALTH INSURANCE FOREIGN 0.5%</b>		
Prudential PLC, 7.75%, due 6/23/16(a)	3,750,000	3,832,500
<b>MULTI LINE 3.5%</b>		
American International Group, 8.175%, due 5/15/68, (FRN)(a)	10,250,000	10,900,875
MetLife, 10.75%, due 8/1/69(a)	3,000,000	4,128,006
MetLife Capital Trust X, 9.25%, due 4/8/38, 144A(a),(g)	11,815,000	14,296,150
		29,325,031
<b>MULTI LINE FOREIGN 1.5%</b>		
AXA SA, 8.60%, due 12/15/30(a)	2,900,000	3,210,167
AXA SA, 6.379%, due 12/31/49, 144A(g)	2,000,000	1,665,000
AXA SA, 6.463%, due 12/29/49, 144A(a),(g)	2,050,000	1,798,875
Cloverie PLC, 8.25%, due 12/31/49	2,550,000	2,695,987
Old Mutual Capital Funding PLC, 8.00%, due 12/31/49(a)	2,750,000	2,737,625
		12,107,654
<b>PROPERTY CASUALTY 1.5%</b>		
Liberty Mutual Group, 7.80%, due 3/15/37, 144A(a),(g)	4,000,000	3,920,000
Mitsui Sumitomo Insurance Co., Ltd., 7.00%, due 3/15/72, 144A(g)	3,750,000	3,787,335
USF&G Capital, 8.312%, due 7/1/46, 144A(a),(g)	3,845,000	4,486,450
		12,193,785

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	Number of Shares	Value
<b>REINSURANCE FOREIGN 2.1%</b>		
Aquarius + Investments PLC, 8.25%, due 12/31/49	4,000,000	\$ 4,010,000
Catlin Insurance Co., 7.249%, due 12/31/49, 144A(a),(g)	6,800,000	6,273,000
QBE Capital Funding III Ltd., 7.25%, due 5/24/41, 144A(a),(g)	3,800,000	3,587,322
Swiss Reinsurance Co. Ltd., Series I, 7.635%, due 12/31/49, (Australia)(AUD)	4,600,000	3,845,886
		17,716,208
<b>TOTAL INSURANCE</b>		<b>83,269,928</b>
<b>INTEGRATED TELECOMMUNICATIONS SERVICES 2.1%</b>		
Centaur Funding Corp., 9.08%, due 4/21/20, 144A(g)	14,954	17,360,659
<b>OIL &amp; GAS EXPLORATION &amp; PRODUCTION 0.4%</b>		
Origin Energy Finance Ltd., 7.875%, due 6/16/71, (Australia) (EUR)(h)	2,500,000	3,322,046
<b>PIPELINES 2.2%</b>		
Enbridge Energy Partners LP, 8.05%, due 10/1/37(a)	6,500,000	7,069,179
Enterprise Products Operating LLC, 7.034%, due 1/15/68, Series B(a)	2,150,000	2,314,002
Enterprise Products Operating LP, 8.375%, due 8/1/66(a)	7,710,000	8,411,548
		17,794,729
<b>UTILITIES 1.7%</b>		
<b>ELECTRIC UTILITIES 0.8%</b>		
FPL Group Capital, 7.30%, due 9/1/67, Series D(a)	6,700,000	7,076,379
<b>GAS UTILITIES 0.2%</b>		
Southern Union Co., 3.564%, due 11/1/66, (FRN)	1,900,000	1,674,375
<b>MULTI UTILITIES 0.7%</b>		
Dominion Resources, 7.50%, due 6/30/66, Series A(a),(b)	5,184,000	5,448,125
<b>TOTAL UTILITIES</b>		<b>14,198,879</b>
<b>TOTAL PREFERRED SECURITIES CAPITAL SECURITIES (Identified cost \$318,883,458)</b>		<b>340,868,117</b>

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	Principal Amount	Value
<b>CORPORATE BONDS 3.0%</b>		
<b>BANK 0.4%</b>		
Regions Financial Corp., 7.375%, due 12/10/37(a)	\$ 3,500,000	\$ 3,508,750
<b>INSURANCE PROPERTY CASUALTY 0.8%</b>		
Liberty Mutual Insurance, 7.697%, due 10/15/97, 144A(a),(g)	7,000,000	6,489,707
<b>INTEGRATED TELECOMMUNICATIONS SERVICES 1.2%</b>		
CenturyLink, 7.65%, due 3/15/42	6,100,000	5,747,756
Citizens Communications Co., 9.00%, due 8/15/31(a)	4,000,000	3,900,000
		9,647,756
<b>REAL ESTATE 0.6%</b>		
<b>OFFICE 0.3%</b>		
BR Properties SA, 9.00%, due 10/29/49, 144A (Brazil)(g)	2,500,000	2,640,625
<b>SHOPPING CENTER 0.3%</b>		
General Shopping Finance Ltd., 10.00%, due 11/29/49, 144A(f),(g)	1,965,000	2,036,443
<b>TOTAL REAL ESTATE</b>		4,677,068
<b>TOTAL CORPORATE BONDS (Identified cost \$24,405,010)</b>		24,323,281
<b>SHORT-TERM INVESTMENTS 2.7%</b>		
<b>MONEY MARKET FUNDS</b>		
BlackRock Liquidity Funds: FedFund, 0.01%(i)	11,050,771	11,050,771
Federated Government Obligations Fund, 0.01%(i)	11,150,839	11,150,839
<b>TOTAL SHORT-TERM INVESTMENTS (Identified cost \$22,201,610)</b>		22,201,610

		<b>Value</b>
TOTAL INVESTMENTS (Identified cost \$974,340,590)	142.8%	\$ 1,177,127,605
LIABILITIES IN EXCESS OF OTHER ASSETS	(42.8)	(352,586,013)
NET ASSETS (Equivalent to \$17.15 per share based on 48,075,534 shares of common stock outstanding)	100.0%	\$ 824,541,592

Note: Percentages indicated are based on the net assets of the Fund.

- (a) A portion or all of the security is pledged in connection with the revolving credit agreement: \$714,047,331 has been pledged as collateral.
- (b) A portion of the security has been rehypothecated in connection with the Fund's revolving credit agreement in the aggregate amount of \$323,207,387.
- (c) Non-income producing security.
- (d) A portion of the security is segregated as collateral for interest rate swap transactions: \$16,721,395 has been segregated as collateral.
- (e) A portion of the security is segregated as collateral for open forward foreign currency exchange contracts: \$1,700,250 has been segregated as collateral.
- (f) Illiquid security. Aggregate holdings equal 4.9% of net assets of the Fund.
- (g) Resale is restricted to qualified institutional investors. Aggregate holdings equal 19.1% of net assets of the Fund, of which 3.6% are illiquid.
- (h) Fair valued security. This security has been valued at its fair value as determined in good faith under procedures established by and under the general supervision of the Fund's Board of Directors. Aggregate fair valued securities represent 0.4% of the net assets of the Fund.
- (i) Rate quoted represents the seven day yield of the fund.

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Interest rate swaps outstanding at March 31, 2012 are as follows:

Counterparty	Notional Amount	Fixed Rate Payable	Floating Rate(a) (reset monthly) Receivable	Termination Date	Unrealized Depreciation
Merrill Lynch Derivative Products AG(b)	\$ 45,000,000	3.510%	0.242%	December 22, 2012	\$ (1,105,237)
Royal Bank of Canada	\$ 60,000,000	3.653%	0.242%	July 17, 2013	(2,641,841)
Royal Bank of Canada	\$ 70,000,000	3.615%	0.241%	March 29, 2014	(4,505,356)
Royal Bank of Canada	\$ 35,000,000	1.865%	0.242%	June 13, 2015	(1,353,971)
Royal Bank of Canada	\$ 35,000,000	2.474%	0.242%	February 10, 2016	(2,235,381)
					\$ (11,841,786)

(a) Based on LIBOR (London Interbank Offered Rate). Represents rates in effect at March 31, 2012.

(b) Cash in the amount of \$1,256,000 has been pledged as collateral.

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Forward foreign currency exchange contracts outstanding at March 31, 2012 are as follows:

Counterparty		Contracts to Deliver		In Exchange For	Settlement Date		Unrealized Appreciation/(Depreciation)
Brown Brothers, Harriman	USD	6,892,627	AUD	6,654,785	4/3/12	\$	730
Brown Brothers, Harriman	AUD	6,654,785	USD	7,166,179	4/3/12		272,821
Brown Brothers, Harriman	AUD	6,778,433	USD	6,998,461	5/2/12		25
Brown Brothers, Harriman	USD	8,563,540	EUR	6,431,498	4/3/12		14,147
Brown Brothers, Harriman	EUR	6,431,498	USD	8,602,900	4/3/12		25,214
Brown Brothers, Harriman	EUR	6,649,556	USD	8,854,815	5/2/12		(14,789)
Brown Brothers, Harriman	USD	4,899,953	GBP	3,067,263	4/3/12		6,138
Brown Brothers, Harriman	GBP	3,067,263	USD	4,897,836	4/3/12		(8,254)
Brown Brothers, Harriman	GBP	3,116,250	USD	4,977,119	5/2/12		(6,392)
						\$	289,640

Glossary of Portfolio Abbreviations

AUD	Australian Dollar
EUR	Euro Currency
FRN	Floating Rate Note
GBP	Great British Pound
REIT	Real Estate Investment Trust
TruPS	Trust Preferred Securities
USD	United States Dollar

**Cohen & Steers REIT and Preferred Income Fund, Inc.**

**NOTES TO FINANCIAL STATEMENTS (Unaudited)**

**Note 1. Portfolio Valuation:** Investments in securities that are listed on the New York Stock Exchange are valued, except as indicated below, at the last sale price reflected at the close of the New York Stock Exchange on the business day as of which such value is being determined. If there has been no sale on such day, the securities are valued at the mean of the closing bid and asked prices on such day or, if no asked price is available, at the bid price. Forward contracts are valued daily at the prevailing forward exchange rate.

Securities not listed on the New York Stock Exchange but listed on other domestic or foreign securities exchanges are valued in a similar manner. Securities traded on more than one securities exchange are valued at the last sale price as reflected at the close of the exchange representing the principal market for such securities on the business day as of which such value is being determined. If after the close of a foreign market, but prior to the close of business on the day the securities are being valued, market conditions change significantly, certain foreign securities may be fair valued pursuant to procedures established by the Board of Directors.

Readily marketable securities traded in the over-the-counter market, including listed securities whose primary market is believed by Cohen & Steers Capital Management, Inc. (the investment manager) to be over-the-counter, are valued at the last sale price as reported by sources deemed appropriate by the Board of Directors to reflect their fair market value. If there has been no sale on such day, the securities are valued at the mean of the closing bid and asked prices on such day or, if no asked price is available, at the bid price. However, certain fixed-income securities may be valued on the basis of prices provided by a pricing service when such prices are believed by the investment manager, pursuant to delegation by the Board of Directors, to reflect the fair market value of such securities. Interest rate swaps are valued utilizing quotes received from an outside pricing service.

Short-term debt securities with a maturity date of 60 days or less are valued at amortized cost, which approximates value. Investments in open-end mutual funds are valued at their closing net asset value.

Under procedures approved by the Fund's Board of Directors, the investment manager has formed a Valuation Committee. The Valuation Committee provides administration and oversight of the Fund's valuation policies and procedures which are approved annually by the Fund's Board of Directors. Among other things, these procedures allow the Fund to utilize independent pricing services, quotations from securities and financial instrument dealers and other market sources to determine fair value.

Securities for which market prices are unavailable, or securities for which the investment manager determines that the bid and/or asked price does not reflect market value, will be valued at fair value, as determined in good faith by the Valuation Committee, pursuant to procedures approved by the Fund's Board of Directors. Circumstances in which market prices may be unavailable include, but are not limited to, when trading in a security is suspended, the exchange on which the security is traded is subject to an unscheduled close or disruption or material events occur after the close of the exchange on which the security is principally traded. In these circumstances, the Fund determines fair value in a manner that fairly reflects the market value of the security on the valuation date based on consideration of any information or factors it deems appropriate. These may

**Cohen & Steers REIT and Preferred Income Fund, Inc.**

**NOTES TO FINANCIAL STATEMENTS (Unaudited) (Continued)**

include, but are not limited to, recent transactions in comparable securities, information relating to the specific security and developments in the markets.

The Fund's use of fair value pricing may cause the net asset value of Fund shares to differ from the net asset value that would be calculated using market quotations. Fair value pricing involves subjective judgments and it is possible that the fair value determined for a security may be materially different than the value that could be realized upon the sale of that security.

Fair value is defined as the price that the Fund would expect to receive upon the sale of an investment or expect to pay to transfer a liability in an orderly transaction with an independent buyer in the principal market or, in the absence of a principal market, the most advantageous market for the investment or liability. The hierarchy of inputs that are used in determining the fair value of the Fund's investments is summarized below.

- Level 1 quoted prices in active markets for identical investments
- Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, credit risk, etc.)
- Level 3 significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

For movements between the levels within the fair value hierarchy, the Fund has adopted a policy of recognizing the transfer at the beginning of the period in which the underlying event causing the movement occurred. Changes in valuation techniques may result in transfers into or out of an assigned level within the disclosure hierarchy. During the period ended March 31, 2012, transfers between Level 1 and Level 2 securities totaled \$6,777,350.

The following is a summary of the inputs used as of March 31, 2012 in valuing the Fund's investments carried at value:

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## Cohen &amp; Steers REIT and Preferred Income Fund, Inc.

## NOTES TO FINANCIAL STATEMENTS (Unaudited) (Continued)

	Total	Quoted Prices In Active Markets for Identical Investments (Level 1)	Other Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Common Stock	\$ 567,629,314	\$ 567,629,314	\$	\$
Preferred Securities - \$25 Par Value - Bank	59,713,309	53,292,372		6,420,937(a)
Preferred Securities - \$25 Par Value - Electric - Integrated	8,282,400	3,272,400		5,010,000(b)
Preferred Securities - \$25 Par Value - Insurance - Reinsurance - Foreign	17,608,261	14,427,011		3,181,250(b)
Preferred Securities - \$25 Par Value - Integrated Telecommunications Services	25,165,029	24,155,559		1,009,470(b)
Preferred Securities - \$25 Par Value - Other Industries	111,336,284	111,336,284		
Preferred Securities - Capital Securities - Bank	101,325,198	12,643,808	88,681,390	
Preferred Securities - Capital Securities - Food	5,898,750			5,898,750(a)
Preferred Securities - Capital Securities - Oil & Gas Exploration & Production	3,322,046			3,322,046(c)
Preferred Securities - Capital Securities - Other Industries	218,214,469		218,214,469	
Preferred Securities - Capital Securities - Insurance - Multi-Line - Foreign	12,107,654		9,411,667	2,695,987(b)
Corporate Bonds - Real Estate - Shopping Center	2,036,443			2,036,443(b)
Corporate Bonds - Other Industries	22,286,838		22,286,838	
Money Market Funds	22,201,610		22,201,610	
<b>Total Investments (d)</b>	<b>\$ 1,177,127,605</b>	<b>\$ 786,756,748</b>	<b>\$ 360,795,974</b>	<b>\$ 29,574,883</b>
Appreciation in Other Financial Instruments				
Forward foreign currency exchange contracts	319,075		319,075	
<b>Total Appreciation in Other Financial Instruments (d)</b>	<b>\$ 319,075</b>	<b>\$</b>	<b>\$ 319,075</b>	<b>\$</b>
Depreciation in Other Financial Instruments				
Interest rate swaps	(11,841,786)		(11,841,786)	
Forward foreign currency exchange contracts	(29,435)		(29,435)	
<b>Total Depreciation in Other Financial Instruments (d)</b>	<b>\$ (11,871,221)</b>	<b>\$</b>	<b>\$ (11,871,221)</b>	<b>\$</b>

(a) Deemed illiquid and valued by a pricing service which utilized independent broker quotes.

(b) Valued utilizing an independent broker quote.

(c) Fair valued, pursuant to the Fund's fair value procedures, utilizing inputs and assumptions which include dealer observations and recent comparables in similar securities.

(d) Portfolio holdings are disclosed individually on the Consolidated Schedule of Investments.

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Investments classified as Level 3 infrequently trade and have significant unobservable inputs. Such items include investments for which the determination of fair value is based on prices from prior transactions, reputable dealers or third party pricing services without applying any adjustment.

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## Cohen &amp; Steers REIT and Preferred Income Fund, Inc.

## NOTES TO FINANCIAL STATEMENTS (Unaudited) (Continued)

Following is a reconciliation of investments in which significant unobservable inputs (Level 3) were used in determining fair value:

	Balance as of December 31, 2011	Purchases	Accretion (Amortization)	Change in unrealized appreciation	Balance as of March 31, 2012
Preferred Securities - \$25 Par Value - Bank	\$ 6,167,813			253,124	\$ 6,420,937
Preferred Securities - \$25 Par Value - Electric - Integrated	\$	4,998,189		11,811	\$ 5,010,000
Preferred Securities - \$25 Par Value - Insurance - Reinsurance - Foreign	\$	3,124,814		56,436	\$ 3,181,250
Preferred Securities - \$25 Par Value - Integrated Telecommunications Services	\$	1,008,222		1,248	\$ 1,009,470
Preferred Securities - Capital Securities - Food	\$ 4,712,500	997,500		188,750	\$ 5,898,750
Preferred Securities - Capital Securities - Oil & Gas Exploration & Production	\$ 2,944,420		2	377,624	\$ 3,322,046
Corporate Bonds - Insurance - Multi-Line - Foreign	\$	2,588,625	(1,051)	108,413	\$ 2,695,987
Corporate Bonds - Real Estate - Shopping Center	\$ 1,969,912			66,531	\$ 2,036,443
Total Investments in Securities	\$ 15,794,645	12,717,350	(1,049)	1,063,937	\$ 29,574,883

The change in unrealized appreciation attributable to securities owned on March 31, 2012 which were valued using significant unobservable inputs (Level 3) amounted to \$1,063,937.

The following table summarizes the quantitative inputs and assumptions used for investments categorized in Level 3 of the fair value hierarchy. The disclosure below excludes investments for which fair value is based upon unobservable inputs.

	Fair Value at 3/31/12	Valuation Technique	Unobservable Inputs	Range
Preferred Securities - Capital Securities - Oil & Gas Exploration & Production	\$ 3,322,046	Consensus Pricing	Bid-Ask Spread	99.238-100.030

The significant unobservable input utilized in the fair value measurement of the Fund's Level 3 equity investment in Preferred Securities - Capital Securities - Oil & Gas Exploration &

## Cohen &amp; Steers REIT and Preferred Income Fund, Inc.

## NOTES TO FINANCIAL STATEMENTS (Unaudited) (Continued)

Production is the bid-ask spread. Significant changes in this input may result in a materially higher or lower fair value measurement.

**Note 2. Derivative Instruments:** The balance of outstanding interest rate swaps at March 31, 2012 is representative of the volume outstanding during the period ended March 31, 2012. The following summarizes the volume of the Fund's forward foreign currency exchange contracts activity during the period ended March 31, 2012:

	<b>forward foreign currency exchange contracts</b>	
Average Notional Amount	\$	19,296,786
Ending Notional Amount		20,830,395

The following is a summary of the Fund's derivative instruments as of March 31, 2012:

<b>Interest rate swaps</b>	<b>\$</b>	<b>(11,841,786)</b>
<b>Forward foreign currency exchange contracts</b>		<b>289,640</b>
	<b>\$</b>	<b>(11,552,146)</b>

*Interest Rate Swaps:* The Fund uses interest rate swaps in connection with borrowing under its credit agreement. The interest rate swaps are intended to reduce the risk that an increase in short-term interest rates could have on the performance of the Fund's common shares as a result of the floating rate structure of interest owed pursuant to the credit agreement. In these interest rate swaps, the Fund agrees to pay the other party to the interest rate swap (which is known as the counterparty) a fixed rate payment in exchange for the counterparty's agreement to pay the Fund a variable rate payment that is intended to approximate the Fund's variable rate payment obligation on the credit agreement. The payment obligation is based on the notional amount of the swap. Depending on the state of interest rates in general, the use of interest rate swaps could enhance or harm the overall performance of the common shares. The market value of interest rate swaps is based on pricing models that consider the time value of money, volatility, the current market and contractual prices of the underlying financial instrument. Unrealized appreciation is reported as an asset and unrealized depreciation is reported as a liability on the Statement of Assets and Liabilities. The change in value of swaps, including the accrual of periodic amounts of interest to be paid or received on swaps, is reported as unrealized appreciation or depreciation in the Statement of Operations. A realized gain or loss is recorded upon payment or receipt of a periodic payment or termination of swap agreements. Swap agreements involve, to varying degrees, elements of market and counterparty risk, and exposure to loss in excess of the related amounts reflected on the Statement of Assets and Liabilities. The Fund's maximum risk of loss from counterparty credit risk is the discounted net value of the cash flows to be received from the counterparty over the contract's remaining life, to the extent that such amount is positive.

## Cohen &amp; Steers REIT and Preferred Income Fund, Inc.

## NOTES TO FINANCIAL STATEMENTS (Unaudited) (Continued)

*Forward Foreign Currency Exchange Contracts:* In connection with its investments in foreign securities, the Fund may be exposed to foreign currency risks associated with portfolio investments and therefore use forward foreign currency exchange contracts (forward contracts) to hedge or manage these exposures. Forward contracts represent obligations to purchase or sell foreign currency on a specified future date at a price fixed at the time the contracts are entered into. The risks include the potential inability of counterparties to meet the terms of their contracts and unanticipated movements in the value of a foreign currency relative to the U.S. dollar. The resultant unrealized exchange gains and losses are recorded as unrealized foreign currency translation gains or losses. The Fund records realized gains or losses on delivery of the currency or at the time the forward contract is extinguished (compensated) by entering into a closing transaction prior to delivery.

**Note 3. Income Tax Information**

As of March 31, 2012, the federal tax cost and net unrealized appreciation on securities were as follows:

Cost for federal income tax purposes	\$	974,340,590
Gross unrealized appreciation	\$	208,345,927
Gross unrealized depreciation		(5,558,912)
Net unrealized appreciation	\$	202,787,015

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**Item 2. Controls and Procedures**

(a) The registrant's principal executive officer and principal financial officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940) are effective based on their evaluation of these disclosure controls and procedures required by Rule 30a-3(b) under the Investment Company Act of 1940 and Rule 13a-15(b) or 15d-15(b) under the Securities Exchange Act as of a date within 90 days of the filing of this report.

(b) During the last fiscal quarter, there were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

**Item 3. Exhibits.**

(a) Certifications of principal executive officer and principal financial officer as required by Rule 30a-2(a) under the Investment Company Act of 1940.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**COHEN & STEERS REIT AND PREFERRED INCOME FUND, INC.**

By: /s/ Adam M. Derechin  
Name: Adam M. Derechin  
Title: President

Date: May 25, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Adam M. Derechin  
Name: Adam M. Derechin  
Title: President and Principal Executive Officer

By: /s/ James Giallanza  
Name: James Giallanza  
Title: Treasurer and Principal Financial Officer

Date: May 25, 2012

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