Cohen & Steers Ltd Duration Preferred & Income Fund, Inc.

Form 5

February 12, 2015 FORM 5

| Check this                                                                       | UNITEI                         | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 |                                                                                                              |                                         |                                                                                            |         |                                                                                                              |                                                                      |                                    | 3235-0362<br>January 31, |  |  |
|----------------------------------------------------------------------------------|--------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------|---------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|------------------------------------|--------------------------|--|--|
| no longer<br>to Section<br>Form 4 or<br>5 obligation<br>may conti                | 16. AN ons nue.                | ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       |                                                                                                              |                                         |                                                                                            |         |                                                                                                              | Expires: Estimated a burden hou response                             | 2005<br>average<br>irs per         |                          |  |  |
| See Instru<br>1(b).<br>Form 3 Ho<br>Reported<br>Form 4<br>Transactic<br>Reported | Filed pu<br>oldings Section 17 | 7(a) of the                                                             | Public Ut                                                                                                    |                                         | g Compa                                                                                    | ny A    | ct of 1                                                                                                      |                                                                      | on                                 |                          |  |  |
| 1. Name and A                                                                    | Address of Reportin<br>DNNIE   | Symbol Cohen &                                                          | Cohen & Steers Ltd Duration Preferred & Income Fund, Inc.                                                    |                                         |                                                                                            |         | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  Director 10% Owner                 |                                                                      |                                    |                          |  |  |
| (Last)                                                                           | (First)                        | (Middle)                                                                | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2014  ——————————————————————————————————— |                                         |                                                                                            |         |                                                                                                              |                                                                      | er (specify                        |                          |  |  |
| 280 PARK                                                                         | AVENUE 10TH                    | H FLOOR                                                                 |                                                                                                              |                                         |                                                                                            |         |                                                                                                              |                                                                      |                                    |                          |  |  |
|                                                                                  |                                |                                                                         |                                                                                                              | endment, Date Original<br>nth/Day/Year) |                                                                                            |         |                                                                                                              | 6. Individual or Joint/Group Reporting  (check applicable line)      |                                    |                          |  |  |
| NEW YOR                                                                          | K, NY 1001                     | 7                                                                       |                                                                                                              |                                         |                                                                                            |         | -                                                                                                            | _X_ Form Filed by Form Filed by ? Person                             | One Reporting P<br>More than One R |                          |  |  |
| (City)                                                                           | (State)                        | (Zip)                                                                   | Table                                                                                                        | e I - Non-Deri                          | vative Sec                                                                                 | urities | s Acqu                                                                                                       | ired, Disposed o                                                     | f, or Beneficial                   | lly Owned                |  |  |
| 1.Title of<br>Security<br>(Instr. 3)                                             |                                | 2. Transaction Date 2A. Dee (Month/Day/Year) Execution any (Month/      |                                                                                                              | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price |         | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) |                                    |                          |  |  |
| Common<br>Stock                                                                  | 12/31/2014                     | Â                                                                       |                                                                                                              | A                                       | 81 (1)                                                                                     | A       | \$0                                                                                                          | 1,164                                                                | D                                  | Â                        |  |  |
|                                                                                  | oort on a separate ling        |                                                                         |                                                                                                              | contained in                            | n this for                                                                                 | m are   | not re                                                                                                       | llection of info<br>equired to resp<br>lid OMB contro                | ond unless                         | SEC 2270<br>(9-02)       |  |  |

**OMB APPROVAL** 

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| 1. Title of Derivative Security | 2. Conversion or Exercise    | 3. Transaction Date (Month/Day/Year) | Execution Date, if      | 4. Transaction Code | 5.<br>Number<br>of                                                                              | 6. Date Exerc<br>Expiration Day/ | ate                | 7. Titl |                                        | 8. Price of Derivative Security |  |
|---------------------------------|------------------------------|--------------------------------------|-------------------------|---------------------|-------------------------------------------------------------------------------------------------|----------------------------------|--------------------|---------|----------------------------------------|---------------------------------|--|
| (Instr. 3)                      | Price of Derivative Security |                                      | any<br>(Month/Day/Year) | (Instr. 8)          | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | e<br>s                           |                    | Secur   | , ,                                    | (Instr. 5)                      |  |
|                                 |                              |                                      |                         |                     | (A) (D)                                                                                         | Date<br>Exercisable              | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |                                 |  |

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## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

COHEN BONNIE

280 PARK AVENUE 10TH FLOOR Â Â Â Â

NEW YORK, NYÂ 10017

## **Signatures**

Tina M. Payne, Attorney-in-Fact 02/12/2015

\*\*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 2014 reporting year.

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.

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