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COHEN & STEERS QUALITY INCOME REALTY FUND INC

Form 5

February 14, 2008

| FORM | 15 | | | | | | | | OMB AP | PROVAL | | |
|---|---|--|---|---|---|----------|------------------------------------|---|---|---|--|--|
| UNITED STATES SECURITIES AND EXCHANGE COMMISSION Check this box if Washington, D.C. 20549 | | | | | | | | | OMB Number: | 3235-0362 | | |
| Check this no longer | | Wa | Expires: | January 31, | | | | | | | | |
| to Section 16. | | | FATEMENT OF CHANGES IN BENEFICIA OWNERSHIP OF SECURITIES | | | | | ICIAL | Estimated average burden hours per response 1. | | | |
| See Instru 1(b). Form 3 H. Reported Form 4 Transactio Reported | Filed pur oldings Section 17(| a) of the | Public U | 6(a) of the Stillity Holdin evestment C | ng Compan | у Асі | t of 19 | | ı | | | |
| STEERS ROBERT HAMILTON Symbol COHEN | | | | ool Iss HEN & STEERS QUALITY OME REALTY FUND INC II | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| | | | | | | | | (Check all applicable) _X_ Director10% Owner | | | | |
| (Last) | (First) (I | Middle) | (Month/I | Statement for Issuer's Fiscal Year EndedX_ Officer (give below) | | | | | | | | |
| | N & STEERS, PARK AVENU | E | 12/31/2 | | | | | | | | | |
| (Street) 4. If Ame | | | | endment, Date Original 6. Individu | | | | Individual or Joi | or Joint/Group Reporting | | | |
| | | | Filed(Mo | nth/Day/Year) | | | | (check | applicable line) | | | |
| NEW YOR | K, NY 10017 | | | | | | | _ Form Filed by C _ Form Filed by M | | | | |
| | | | | | | | Per | rson | | | | |
| (City) | (State) | (Zip) | Tab | le I - Non-Der | ivative Secui | rities A | Acquir | ed, Disposed of, | or Beneficiall | y Owned | | |
| 1.Title of Security (Instr. 3) | | saction Date 2A. Deer /Day/Year) Executio any (Month/I | | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned at end of Issuer's | Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| Common | | | | Amount | (A) or (D) | Price | Fiscal Year (Instr. 3 and 4) | (Instr. 4) | | | | |
| Stock, par value \$0.001 per share | 12/31/2007 | Â | | J | 1,478.58 (1) | A | \$ (2) | 10,234.58 | D | Â | | |
| | port on a separate line ficially owned direct | | | | | | | ection of information | | SEC 2270 (9-02) | | |

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the form displays a currently valid OMB control number.

of

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Is

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | | 4. Transaction | 5. Number | 6. Date Exerc Expiration D | ate | 7. Title | nt of | 8. Price of Derivative |
|------------------------|---------------|--------------------------------------|------------------|-------------------|--------------|-------------------------------|------------|----------|----------|------------------------|
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | | | Securi | | (Instr. 5) |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | |
| | Security | | | | Acquired | | | | | |
| | | | | | (A) or | | | | | |
| | | | | | Disposed | | | | | |
| | | | | | of (D) | | | | | |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | | | | | | Amount | |
| | | | | | | Date | Expiration | | or | |
| | | | | | | Exercisable | Date | | Number | |
| | | | | | | | | | of | |
| | | | | | (A) (D) | | | | Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|-------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| STEERS ROBERT HAMILTON C/O COHEN & STEERS, INC. 280 PARK AVENUE NEW YORK, NY 10017 | ÂX | Â | Co-Chairman | Â | | | |

Signatures

Robert H. Steers 02/14/2008

**Signature of Person Date

Reporting Person

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) Dividend reinvestment.
- (2) Monthly reinvestment of dividends at various prices.

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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