PRENTISS PROPERTIES TRUST/MD Form SC 13G/A May 02, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 4) *

Prentiss Properties Trust
----(Name of Issuer)

Common

(Title of Class of Securities)

740706106 -----(CUSIP Number)

Check the following box if a fee is being paid with this statement [] (A fee is not required only if the person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in prior coverage.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1745 (2/92)

Page 1

CUS	IP No. 7407	06106	Page 2 of 4 Pages
1)	NAME OF REPO	RTING PERSON S. IDENTIFICATION NO. OF ABOVE PERSON	
	Cohen 13-335	& Steers Capital Management, Inc. 336	
2)	CHECK THE AP		[]
 3)	SEC USE ONLY		
4)	CITIZENSHIP OR PLACE OF ORGANIZATION		
	New Yo	rk	
	NUMBER OF SHARES	5) SOLE VOTING POWER 3,551,960	
	BENEFICIALLY OWNED BY EACH	6) SHARED VOTING POWER	
	REPORTING PERSON WITH	7) SOLE DISPOSITIVE POWER 3,989,360	
		8) SHARED DISPOSITIVE POWER	
9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	3,989,	360	
10)	CHECK BOX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES ES	
	[]		
11)	PERCENT OF C	LASS REPRESENTED BY AMOUNT IN ROW (9)	
	10.55%		
12)	TYPE OF REPC	RTING PERSON	
	IA		

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Page 2

SCHEDULE 13G Page 3 of 4 Item 1(a) Name of Issuer Prentiss Properties Trust Address of Issuer's Principal Executive Office Item 1(b) 3890 West Northwest Highway Suite 400 Dallas, Texas 75220 Name of Person Filing Item 2(a) Cohen & Steers Capital Management, Inc. Item 2(b) Address of Principal Business Office 757 Third Avenue New York, New York 10017 Item 2(c) Citizenship USA Item 2(d) Title of Class of Securities Common CUSIP Number Item 2(e) 740706106 Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2 (b), check whether the person filing is a (a) [] Broker or Dealer registered under Section 15 of the Act [] Bank as defined in Section 3(a)(6) of the Act (c) [] Insurance Company as defined in section 3(a)(19) of the Act [] Investment Company registered under Section 8 of the (d) Investment Company Act (e) [X] Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940 (f) [] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Section 240.13d-1(b)(1)(ii)(F) (g) [] Parent Holding Company, in accordance with Section 240.13d-1(ii)(G) (Note: See Item 7) (h) [] Group, in accordance with Section

240.13d-1(b)(l)(ii)(H)

Item 4 Ownership

(a) Amount of Shares Beneficially Owned 3,989,360

(b) Percent of Class 10.55%

(c) Number of Shares as to which such person has:

sole power to vote or to direct (i) the vote

3,551,960

- (ii) shared power to vote or to direct the vote
- (iii) sole power to dispose or to direct the disposition of 3,989,360

(iv) shared power to dispose or to direct the disposition of

Ownership of Five Percent or Less of a Class Item 5

> If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. []

Item 6 Ownership of More than Five Percent on Behalf of Another Person

NA

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

NA

Item 8 Identification and Classification of Members of the Group

NA

Item 9 Notice of Dissolution of the Group

МΔ

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 2, 2002

Robert H. Steers, Chairman
----Name and Title