

Cowen Group, Inc.  
Form 4  
June 12, 2008

**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, 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 \*  
Toffolon John E Jr

2. Issuer Name and Ticker or Trading Symbol  
Cowen Group, Inc. [COWN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O COWEN GROUP, INC., 1221 AVENUE OF THE AMERICAS

06/10/2008

(Street)

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

NEW YORK, NY 10020

(City) (State) (Zip)

**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)
			Code	V Amount (A) or (D) Price			
Common Stock	06/10/2008		P	70 A \$ 8.25	15,070 (1)	D	
Common Stock	06/10/2008		P	70 A \$ 8.31	15,140 (1)	D	
Common Stock	06/10/2008		P	16 A \$ 8.35	15,156 (1)	D	
Common Stock	06/10/2008		P	70 A \$ 8.37	15,226 (1)	D	
Common Stock	06/10/2008		P	161 A \$ 8.38	15,387 (1)	D	

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Common Stock	06/10/2008	P	70	A	\$ 8.4	15,457 <sup>(1)</sup>	D
Common Stock	06/10/2008	P	70	A	\$ 8.41	15,527 <sup>(1)</sup>	D
Common Stock	06/10/2008	P	150	A	\$ 8.415	15,677 <sup>(1)</sup>	D
Common Stock	06/10/2008	P	70	A	\$ 8.425	15,747 <sup>(1)</sup>	D
Common Stock	06/10/2008	P	220	A	\$ 8.43	15,967 <sup>(1)</sup>	D
Common Stock	06/10/2008	P	70	A	\$ 8.435	16,037 <sup>(1)</sup>	D
Common Stock	06/10/2008	P	350	A	\$ 8.44	16,387 <sup>(1)</sup>	D
Common Stock	06/10/2008	P	70	A	\$ 8.445	16,457 <sup>(1)</sup>	D
Common Stock	06/10/2008	P	1,400	A	\$ 8.45	17,857 <sup>(1)</sup>	D
Common Stock	06/10/2008	P	150	A	\$ 8.455	18,007 <sup>(1)</sup>	D
Common Stock	06/10/2008	P	1,590	A	\$ 8.46	19,597 <sup>(1)</sup>	D
Common Stock	06/10/2008	P	416	A	\$ 8.47	20,013 <sup>(1)</sup>	D
Common Stock	06/10/2008	P	220	A	\$ 8.48	20,233 <sup>(1)</sup>	D
Common Stock	06/10/2008	P	198	A	\$ 8.49	20,431 <sup>(1)</sup>	D
Common Stock	06/10/2008	P	92	A	\$ 8.5	20,523 <sup>(1)</sup>	D
Common Stock	06/10/2008	P	570	A	\$ 8.505	21,093 <sup>(1)</sup>	D
Common Stock	06/10/2008	P	150	A	\$ 8.51	21,243 <sup>(1)</sup>	D

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

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

