

SOLOMON JEFFREY M
Form 4
November 04, 2011

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 *
SOLOMON JEFFREY M

(Last) (First) (Middle)

COWEN GROUP, INC., 599
LEXINGTON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COWEN GROUP, INC. [COWN]

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___X___ Officer (give title below) ___ Other (specify below)
CEO, Cowen and Company, LLC

6. Individual or Joint/Group Filing(Check Applicable Line)
___X___ 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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	11/02/2011		F		39,561 (1)	D	\$ 2.75
Class A Common Stock						D	152,373

See Footnote (2)

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

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SEC 1474 (9-02)

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

Table with columns: 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 Amount of Underlying Securities (Instr. 3 and 4), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 5), 10. Reporting Person's Relationship to Issuer (Instr. 4), 11. Derivative Instrument Name (Instr. 6), 12. Issuer Name (Instr. 7), 13. CUSIP Number (Instr. 8), 14. ISIN Number (Instr. 9), 15. Other Identification Number (Instr. 10), 16. Date of Issuance or Maturity (Instr. 11), 17. Date of Acquisition or Disposition (Instr. 12), 18. Date of Expiration (Instr. 13), 19. Date of Conversion or Exercise (Instr. 14), 20. Date of Redemption (Instr. 15), 21. Date of Settlement (Instr. 16), 22. Date of Payout (Instr. 17), 23. Date of Conversion or Exercise (Instr. 18), 24. Date of Redemption (Instr. 19), 25. Date of Settlement (Instr. 20), 26. Date of Payout (Instr. 21), 27. Date of Conversion or Exercise (Instr. 22), 28. Date of Redemption (Instr. 23), 29. Date of Settlement (Instr. 24), 30. Date of Payout (Instr. 25).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for SOLOMON JEFFREY M COWEN GROUP, INC. with X in 10% Owner and Officer columns.

Signatures

/s/ Jeffrey M. Solomon 11/04/2011
**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) Represents shares of the Issuer's Class A Common Stock surrendered to satisfy tax withholding obligations upon vesting of equity interests in RCG Holdings LLC (f/k/a Ramius LLC)("RCG"), of which the Reporting Person is a member.
(2) These shares represent the Reporting Person's pecuniary interest in shares of Class A Common Stock held by RCG, of which the Reporting Person is a member.

Note: File three copies of this Form, one of which must be manually signed. If space 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.