SOLOMON JEFFREY M

Form 4

November 04, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and A SOLOMON	2. Issuer Name and Ticker or Trading Symbol COWEN GROUP, INC. [COWN]						5. Relationship of Reporting Person(s) to Issuer					
(Last)	, ,	Middle)	3. Date of (Month/D	Earlies	t Tra	_		- ',	Director	ck all applicable	% Owner	
COWEN GI LEXINGTO		11/02/2011						X Officer (give title Other (specify below) CEO, Cowen and Company, LLC				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line)			
NEW YOR		Pheu(Mohin/Day/Tear)						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner.									lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, i any (Month/Day/Year)			Code (Instr. 3, 4 and 5)					5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownersh Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
Class A Common Stock	11/02/2011			Code F	V	Amount 39,561 (1)	(D)	Price \$ 2.75	551,408	I	See Footnote	
Class A Common									152,373	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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable Da	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

SOLOMON JEFFREY M COWEN GROUP, INC. 599 LEXINGTON AVENUE NEW YORK, NY 10022

X CEO, Cowen and Company, LLC

Signatures

/s/ Jeffrey M. 11/04/2011 Solomon

**Signature of 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).
- 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.
- These shares represent the Reporting Person's pecuniary interest in shares of Class A Common Stock held by RCG, of which the **(2)** 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.

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