## Edgar Filing: SOLOMON JEFFREY M - Form 4

SOLOMON Form 4	JEFFREY M										
November 0	7, 2012										
FORM	I A									PPROVAL	
	UNITED	STATES		ITIES A hington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check thi if no long	Ter								Expires:	January 31, 2005	
subject to STATEMENT OF CHANG Section 16. Form 4 or				SECUR	ITIES				Estimated a burden hou response	average	
Form 5 obligations may continue. See Instruction 1(b). 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 F	Responses)										
1. Name and Address of Reporting Person <u>*</u> SOLOMON JEFFREY M			2. Issuer Name <b>and</b> Ticker or Trading Symbol COWEN GROUP, INC. [COWN]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	(iddle)	3. Date of Earliest Transaction (Che					(Chec	ck all applicable)		
(			(Month/Day/Year) 11/05/2012					X DirectorX 10% Owner X Officer (give title Other (specify below) below) CEO, Cowen and Company, LLC			
				Amendment, Date Original (Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
NEW IORI	<b>K</b> , <b>N I</b> 10022							Person			
(City)	(State) (	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Class A Common Stock	11/05/2012			F	39,420 (1)	D	\$ 2.47	325,619	Ι	See Footnote $(2)$	
Class A Common Stock								560,135	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 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SOLOMON JEFFREY M COWEN GROUP, INC. 599 LEXINGTON AVENUE NEW YORK, NY 10022	Х	Х	CEO, Cowen and Company, LLC				
Signatures							

/s/ Jeffrey M. Solomon	11/07/2012		
<u>**</u> Signature of	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.

Reporting Person