

Cowen Group, Inc.
Form 4
June 13, 2008

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Toffolon John E Jr

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

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

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

06/11/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	06/11/2008		P		150	A \$ 7.92	21,393 ⁽¹⁾ D
Common Stock	06/11/2008		P		70	A \$ 7.93	21,463 ⁽¹⁾ D
Common Stock	06/11/2008		P		150	A \$ 7.94	21,613 ⁽¹⁾ D
Common Stock	06/11/2008		P		70	A \$ 7.975	21,683 ⁽¹⁾ D
Common Stock	06/11/2008		P		495	A \$ 7.98	22,178 ⁽¹⁾ D

Edgar Filing: Cowen Group, Inc. - Form 4

Common Stock	06/11/2008	P	350	A	\$ 7.99	22,528 <u>(1)</u>	D
Common Stock	06/11/2008	P	150	A	\$ 8	22,678 <u>(1)</u>	D
Common Stock	06/11/2008	P	400	A	\$ 8.01	23,078 <u>(1)</u>	D
Common Stock	06/11/2008	P	70	A	\$ 8.0125	23,148 <u>(1)</u>	D
Common Stock	06/11/2008	P	302	A	\$ 8.02	23,450 <u>(1)</u>	D
Common Stock	06/11/2008	P	589	A	\$ 8.03	24,039 <u>(1)</u>	D
Common Stock	06/11/2008	P	150	A	\$ 8.04	24,189 <u>(1)</u>	D
Common Stock	06/11/2008	P	150	A	\$ 8.1	24,339 <u>(1)</u>	D
Common Stock	06/11/2008	P	70	A	\$ 8.105	24,409 <u>(1)</u>	D
Common Stock	06/11/2008	P	346	A	\$ 8.11	24,755 <u>(1)</u>	D
Common Stock	06/11/2008	P	150	A	\$ 8.12	24,905 <u>(1)</u>	D
Common Stock	06/11/2008	P	150	A	\$ 8.13	25,055 <u>(1)</u>	D
Common Stock	06/11/2008	P	70	A	\$ 8.14	25,125 <u>(1)</u>	D
Common Stock	06/11/2008	P	70	A	\$ 8.15	25,195 <u>(1)</u>	D
Common Stock	06/11/2008	P	70	A	\$ 8.16	25,265 <u>(1)</u>	D
Common Stock	06/11/2008	P	70	A	\$ 8.18	25,335 <u>(1)</u>	D
Common Stock	06/11/2008	P	70	A	\$ 8.23	25,405 <u>(1)</u>	D
Common Stock	06/11/2008	P	79	A	\$ 8.25	25,484 <u>(1)</u>	D
Common Stock	06/11/2008	P	350	A	\$ 8.26	25,834 <u>(1)</u>	D
Common Stock	06/11/2008	P	1,360	A	\$ 8.28	27,194 <u>(1)</u>	D
	06/11/2008	P	70	A	\$ 8.3	27,264 <u>(1)</u>	D

Common
Stock

Common Stock	06/11/2008	P	70	A	\$ 8.33	27,334 ⁽¹⁾	D
Common Stock	06/11/2008	P	70	A	\$ 8.34	27,404 ⁽¹⁾	D
Common Stock	06/11/2008	P	70	A	\$ 8.35	27,474 ⁽¹⁾	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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. 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. Nu Deriv Secur Bene Own Follo Repor 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

Toffolon John E Jr
C/O COWEN GROUP, INC.
1221 AVENUE OF THE AMERICAS
NEW YORK, NY 10020

X

Signatures

/s/ J. Kevin McCarthy,
Attorney-in-fact

06/13/2008

**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) This does not include 4,926 shares held by Family Trusts.

Remarks:

This is one of two Form 4s filed by the Reporting Person for transactions on June 11, 2008.

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.