

Malcolm David M.
Form 4
March 09, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Malcolm David M.

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)

COWEN GROUP, INC., 599
LEXINGTON AVENUE

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

03/08/2010

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

CEO of Cowen and Company, LLC

(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 10022

(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		
Class A Common Stock	03/08/2010		F		100 ⁽¹⁾ D \$ 5.41	575,032	D
Class A Common Stock	03/08/2010		F		520 ⁽¹⁾ D \$ 5.43	574,512	D
Class A Common Stock	03/08/2010		F		180 ⁽¹⁾ D \$ 5.44	574,332	D
Class A Common	03/08/2010		F		200 ⁽¹⁾ D \$ 5.45	574,132	D

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Stock								
Class A Common Stock	03/08/2010	F	1,705 <u>(1)</u>	D	\$ 5.46	572,427	D	
Class A Common Stock	03/08/2010	F	100 <u>(1)</u>	D	\$ 5.51	572,327	D	
Class A Common Stock	03/08/2010	F	700 <u>(1)</u>	D	\$ 5.52	571,627	D	
Class A Common Stock	03/08/2010	F	500 <u>(1)</u>	D	\$ 5.53	571,127	D	
Class A Common Stock	03/08/2010	F	445 <u>(1)</u>	D	\$ 5.48	570,682	D	
Class A Common Stock	03/08/2010	F	600 <u>(1)</u>	D	\$ 5.49	570,082	D	
Class A Common Stock	03/08/2010	F	4,950 <u>(1)</u>	D	\$ 5.5	565,132	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.

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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. 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 Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Malcolm David M. COWEN GROUP, INC. 599 LEXINGTON AVENUE NEW YORK, NY 10022	X		CEO of Cowen and Company, LLC	

Signatures

/s/ David M.
Malcolm

03/09/2010

**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 withheld to satisfy tax withholding obligations upon vesting of restricted stock.
- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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