COWEN GROUP, INC.

Form 4 March 04, 2014

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

COWEN GROUP, INC. [COWN]

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * COHEN PETER A

(Middle)

COWEN GROUP, INC., 599 LEXINGTON AVENUE

(Street)

(First)

3. Date of Earliest Transaction (Month/Day/Year) 02/28/2014

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

NEW YORK, NY 10022

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

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response...

Estimated average

burden hours per

_X__ Director 10% Owner X_ Officer (give title Other (specify

below) Chairman, CEO and President

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

Code (Instr. 8)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

Following Reported Transaction(s) (D) or Indirect (I) (Instr. 4)

Form: Direct Indirect Beneficial Ownership (Instr. 4)

6. Ownership 7. Nature of

(A) or Amount (D) Price

(Instr. 3 and 4)

Class A

Common 02/28/2014 Stock

Α

Code V

454,546

(1)

3,931,258 (2) D

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

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SEC 1474 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)		Owne		
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	Title	or		
									Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg	Director	10% Owner	Officer	Other			
COHEN PETER A COWEN GROUP, INC. 599 LEXINGTON AVENUE NEW YORK, NY 10022	X		Chairman, CEO and President				

Signatures

/s/ Peter A. 03/04/2014 Cohen **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).
- Grant of restricted stock units for no monetary consideration. The restricted stock units will vest with respect to 10% on May 15, 2015; 30% on May 15, 2016; 30% on May 15, 2017; and 30% on May 15, 2018.

This amount includes a distribution of 2,843,341 shares of the Reporting Person by RCG Holdings LLC (f/k/a Ramius LLC) ("RCG"),

(2) formerly reported as indirectly owned by the Reporting Person due to his 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.

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