

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.

(Last) (First) (Middle)

COWEN GROUP, INC., 599  
LEXINGTON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

COWEN GROUP, INC. [COWN]

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

03/08/2010

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)

CEO of Cowen and Company, LLC

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 (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 <u>(1)</u> D \$ 5.41	D	
Class A Common Stock	03/08/2010		F		520 <u>(1)</u> D \$ 5.43	D	
Class A Common Stock	03/08/2010		F		180 <u>(1)</u> D \$ 5.44	D	
Class A Common	03/08/2010		F		200 <u>(1)</u> D \$ 5.45	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.

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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)
				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
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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