

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

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(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 (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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/11/2008		P		50	A	\$ 7.92	2,507	I	By Family Trusts
Common Stock	06/11/2008		P		30	A	\$ 7.93	2,537	I	By Family Trusts
Common Stock	06/11/2008		P		50	A	\$ 7.94	2,587	I	By Family Trusts
Common Stock	06/11/2008		P		30	A	\$ 7.975	2,617	I	By Family Trusts
Common Stock	06/11/2008		P		200	A	\$ 7.98	2,817	I	By Family Trusts

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Common Stock	06/11/2008	P	150	A	\$ 7.99	2,967	I	By Family Trusts
Common Stock	06/11/2008	P	50	A	\$ 8	3,017	I	By Family Trusts
Common Stock	06/11/2008	P	169	A	\$ 8.01	3,186	I	By Family Trusts
Common Stock	06/11/2008	P	30	A	\$ 8.0125	3,216	I	By Family Trusts
Common Stock	06/11/2008	P	120	A	\$ 8.02	3,336	I	By Family Trusts
Common Stock	06/11/2008	P	220	A	\$ 8.03	3,556	I	By Family Trusts
Common Stock	06/11/2008	P	50	A	\$ 8.04	3,606	I	By Family Trusts
Common Stock	06/11/2008	P	50	A	\$ 8.1	3,656	I	By Family Trusts
Common Stock	06/11/2008	P	30	A	\$ 8.105	3,686	I	By Family Trusts
Common Stock	06/11/2008	P	150	A	\$ 8.11	3,836	I	By Family Trusts
Common Stock	06/11/2008	P	50	A	\$ 8.12	3,886	I	By Family Trusts
Common Stock	06/11/2008	P	50	A	\$ 8.13	3,936	I	By Family Trusts
Common Stock	06/11/2008	P	30	A	\$ 8.14	3,966	I	By Family Trusts
Common Stock	06/11/2008	P	30	A	\$ 8.15	3,996	I	By Family Trusts
Common Stock	06/11/2008	P	30	A	\$ 8.16	4,026	I	By Family Trusts
Common Stock	06/11/2008	P	30	A	\$ 8.18	4,056	I	By Family Trusts
Common Stock	06/11/2008	P	30	A	\$ 8.23	4,086	I	By Family Trusts
Common Stock	06/11/2008	P	30	A	\$ 8.25	4,116	I	By Family Trusts
Common Stock	06/11/2008	P	150	A	\$ 8.26	4,266	I	By Family Trusts
Common Stock	06/11/2008	P	540	A	\$ 8.28	4,806	I	By Family Trusts
	06/11/2008	P	30	A	\$ 8.3	4,836	I	

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Common Stock								By Family Trusts
Common Stock	06/11/2008	P	30	A	\$ 8.33	4,866	I	By Family Trusts
Common Stock	06/11/2008	P	30	A	\$ 8.34	4,896	I	By Family Trusts
Common Stock	06/11/2008	P	30	A	\$ 8.35	4,926	I	By Family Trusts

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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(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. 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
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).

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.

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