### Edgar Filing: Littman Owen S - Form 4

Littman Owe	en S										
Form 4											
March 05, 20	)13										
FORM	14									PPROVAL	
	UNITED	STATES			AND EX( , D.C. 20)		NGE (	COMMISSION	OMB Number:	3235-0287	
Check the if no long	Ter								Expires:	January 31, 2005	
subject to		IENT O	F CHAN	NGES IN BENEFICIAL OW				NERSHIP OF	Estimated a		
Section 1				SECUE	RITIES				burden hou	burden hours per	
Form 4 o Form 5			Castion 14	(a) = f d b	. Comit	ing De	<b>1.</b>		response	0.5	
obligation	no -						-	ge Act of 1934, f 1935 or Sectio	m		
may cont	inue.		of the Inv	•	•	- ·			011		
See Instru 1(b).	iction	50(11)	or the m	vestment	compun	y met	0117	10			
(Print or Type F	Responses)										
1. Name and Address of Reporting Person       2. Issuer Name and Ticker or Trading       5. Relationship of						Reporting Person(s) to					
L'itter on Oren C				ymbol				Issuer			
			COWEN	N GROU	P, INC. [	COW	'N]	(Che	ck all applicable	e)	
(Last)	(First) (N	Middle)	3. Date of	Earliest T	ransaction			(end	en un approven	-)	
				Month/Day/Year)				Director 10% Owner X Officer (give title Other (specify			
	ROUP, INC., 599 DN AVENUE		03/01/20	)13				below)	below)	er (speeny	
LEAINGIC	IN AVENUE							Ge	eneral Counsel		
(Street) 4. I			4. If Amer	. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Mon	th/Day/Yea	r)			Applicable Line)	One Deporting D		
NEW VODI	K, NY 10022							_X_ Form filed by Form filed by 1	More than One Re		
NEW IORI	<b>K</b> , INT 10022							Person			
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative	Securi	ties Acc	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of	2. Transaction Date	e 2A. Dee	med	3.				5. Amount of	6. Ownership		
Security	(Month/Day/Year)	on Date, if Transaction(A) or Disposed of				l of	Securities	Form: Direct			
(Instr. 3)		Code (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5)				5)	· · ·		Beneficial Ownership		
						- /	Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported Transaction(s)			
						or		(Instr. 3 and 4)			
Class A				Code V	Amount	(D)	Price				
Class A Common	03/01/2013			А	95,786	А	<u>(1)</u>	397,451 <u>(2)</u>	D		
Stock	05/01/2015			11	23,700	11	<u></u>	<i>577,</i> <del>7</del> <i>51</i> <u>· ·</u>	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.

 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 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	ress							
LB	Director	10% Owner	Officer	Other				
Littman Owen S COWEN GROUP, INC. 599 LEXINGTON AVENUE NEW YORK, NY 10022			General Counsel					
Signatures								
/s/ Owen S. Littman	3/05/2013							
*****	_							

<u>\*\*</u>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) Grant of restricted stock units for no monetary consideration. The restricted stock units will vest with respect to 10% on May 15, 2014, 25% on May 15, 2015, 25% on May 15, 2016 and 40% on May 15, 2017.

This amount includes a distribution of 22,801 shares to 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.