

Egert Mark A
Form 4
November 03, 2009

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Egert Mark A

(Last) (First) (Middle)

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 Holdings, Inc. [COWN]

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

11/02/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Compliance Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common stock	11/02/2009		D	11,128	D	0	D

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

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(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 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 Deriva Security (Instr. 3)
						Date Exercisable	Expiration Date	Amount or Number of Shares
				Code	V (A) (D)			
Stock Options (right to buy)	\$ 16	11/02/2009		D	5,143	(2)	(2)	Common Stock 0 \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Egert Mark A COWEN GROUP, INC. 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020			Chief Compliance Officer	

Signatures

/s/ Mark A.
Egert

11/02/2009

__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) All common stock of the Issuer (f/k/a Cowen Group, Inc.) beneficially owned by the filer was converted into Class A common stock, par value \$0.01 per share, of Cowen Group, Inc. (f/k/a LexingtonPark Parent Corp.) at the closing of the business combination transaction involving the Issuer and RCG Holdings LLC (f/k/a Ramius LLC).

(2) The stock options of the Issuer (f/k/a Cowen Group, Inc.) beneficially owned by the filer were converted into stock options to purchase the equivalent number of shares of Class A common stock, par value \$0.01 per share, of Cowen Group, Inc. (f/k/a LexingtonPark Parent Corp.) at the closing of the business combination transaction involving the Issuer and RCG Holdings LLC (f/k/a Ramius LLC).

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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