

COHEN PETER A  
Form 4  
March 01, 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 \*  
Ramius LLC

(Last) (First) (Middle)

599 LEXINGTON AVENUE, 20TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TPC Group Inc. [TXPI.PK]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/25/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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                             |         |   |   |
| Common Stock, \$0.01 Par Value <u>(1)</u> <u>(2)</u> | 02/25/2010                           |  | S                              |   | 40,069  | D  | \$ 9.2                            | 319,285 | I | By Ramius Enterprise Master Fund Ltd <u>(3)</u> <u>(4)</u> <u>(5)</u> |
| Common Stock, \$0.01 Par Value <u>(1)</u> <u>(2)</u> | 02/25/2010                           |  | S                              |   | 25  | D  | \$ 9.2                            | 319,260 | I | By Ramius Enterprise Master Fund Ltd <u>(3)</u> <u>(4)</u> <u>(5)</u> |
| Common Stock,  | 02/25/2010                           |  | S                              |   | 8,305   | D  | \$ 9.2                            | 74,331  | I | By RCG PB, Ltd <u>(6)</u>   |

\$0.01 Par Value (1) (2)

Common Stock, \$0.01 Par Value (1) (2)

02/25/2010

S

1,601

D

\$ 9.2

72,730

I

By RCG PB, Ltd (6)

Common Stock, \$0.01 Par Value (1) (2)

1,451,405

I

By Ramius Credit Opp. Master Fund Ltd (7) (8) (9)

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.**

SEC 1474 (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 (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 |
| Ramius LLC<br>599 LEXINGTON AVENUE<br>20TH FLOOR<br>NEW YORK, NY 10022 |               | X         |         |       |
| C4S & CO LLC<br>599 LEXINGTON AVENUE<br>20TH FLOOR                     |               | X         |         |       |

NEW YORK, NY 10022

COHEN PETER A

C/O RAMIUS LLC

599 LEXINGTON AVE., 20TH FLOOR

NEW YORK, NY 10022

X

See Explanation of Responses

STARK MORGAN B

C/O RAMIUS LLC

599 LEXINGTON AVE., 20TH FLOOR

NEW YORK, NY 10022

X

See Explanation of Responses

STRAUSS THOMAS W

C/O RAMIUS LLC

599 LEXINGTON AVE., 20TH FLOOR

NEW YORK, NY 10022

X

See Explanation of Responses

SOLOMON JEFFREY M

C/O RAMIUS LLC

599 LEXINGTON AVE., 20TH FLOOR

NEW YORK, NY 10022

X

See Explanation of Responses

COWEN GROUP, INC.

C/O RAMIUS LLC

599 LEXINGTON AVENUE

NEW YORK, NY 10022

X

RCG HOLDINGS LLC

C/O RAMIUS LLC

599 LEXINGTON AVENUE

NEW YORK, NY

X

## Signatures

By: Ramius LLC; By: /s/ Owen S. Littman, Authorized Signatory

03/01/2010

\_\_Signature of Reporting Person

Date

By: C4S &amp; Co., L.L.C., By: /s/ Owen S. Littman, as Attorney in Fact for Jeffrey M. Solomon, as Managing Member

03/01/2010

\_\_Signature of Reporting Person

Date

By: /s/ Owen S. Littman, as Attorney in Fact for Peter A. Cohen

03/01/2010

\_\_Signature of Reporting Person

Date

By: /s/ Owen S. Littman, as Attorney in Fact for Morgan B. Stark

03/01/2010

\_\_Signature of Reporting Person

Date

By: /s/ Owen S. Littman, as Attorney in Fact for Thomas W. Strauss

03/01/2010

\_\_Signature of Reporting Person

Date

By: /s/ Owen S. Littman, as Attorney in Fact for Jeffrey M. Solomon

03/01/2010

\_\_Signature of Reporting Person

Date

By: Cowen Group, Inc.; By: /s/ Owen S. Littman, Authorized Signatory

03/01/2010

\_\_Signature of Reporting Person

Date

By: RCG Holdings LLC; By /s/ Owen S. Littman, Authorized Signatory

03/01/2010

## 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) Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding shares of Common Stock. To enable all of the Reporting Persons to gain access to the Securities and Exchange Commission's electronic filing system (which only accepts a maximum of 10 joint filers per report), this report is the second of two identical reports relating to the same transaction being filed with the Securities and Exchange Commission.

(2) Each Reporting Person (other than Ramius Enterprise Master Fund Ltd, Ramius Credit Opportunities Master Fund Ltd and RCG PB, Ltd) disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.

(3) Shares of Common Stock beneficially owned by Ramius Enterprise Master Fund Ltd (Enterprise Master Fund). As the sole member of Ramius Advisors, LLC (Ramius Advisors), the investment advisor of Enterprise Master Fund, Ramius LLC (Ramius) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. As the sole member of Ramius, Cowen Group, Inc. (Cowen) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. As a significant shareholder of Cowen, RCG Holdings LLC (RCG Holdings) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. As the managing member of RCG Holdings, C4S & Co., L.L.C. (C4S) may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund.

(4) (Continued from previous footnote). As the managing members of C4S, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund.

(5) On September 15, 2008, 25,000 Shares reported herein as being beneficially owned by Enterprise Master Fund (the Enterprise Frozen Shares) were frozen in Enterprise Master Fund's prime brokerage account as a result of the administration of Lehman Brothers International (Europe) (LBIE), which, through certain of its affiliates, was a prime broker for Enterprise Master Fund. The current status of the Enterprise Frozen Shares under LBIE's administration proceedings has not been determined. Enterprise Master Fund claims beneficial ownership over the Enterprise Frozen Shares until such time as a final determination concerning the Enterprise Frozen Shares is made.

(6) Shares of Common Stock beneficially owned by RCG PB, Ltd (RCG PB). As the sole member of Ramius Advisors, the investment advisor of RCG PB, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As a significant shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB.

(7) Shares of Common Stock beneficially owned by Ramius Credit Opportunities Master Fund Ltd (Ramius Credit Opportunities). As the sole member of Ramius Advisors, the investment advisor of Ramius Credit Opportunities, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by Ramius Credit Opportunities. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of Common Stock beneficially owned by Ramius Credit Opportunities. As a significant shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by Ramius Credit Opportunities. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the shares of Common Stock beneficially owned by Ramius Credit Opportunities.

(8) (Continued from previous footnote). As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Ramius Credit Opportunities.

(9) On September 15, 2008, 1,451,405 Shares reported herein as being beneficially owned by Ramius Credit Opportunities (the Frozen Shares) were frozen in Ramius Credit Opportunities' prime brokerage account as a result of the administration of LBIE, which, through certain of its affiliates, was a prime broker for Ramius Credit Opportunities. The current status of the Frozen Shares under LBIE's administration proceedings has not been determined. Ramius Credit Opportunities claims beneficial ownership over the Frozen Shares until such time as a final determination concerning the Frozen Shares is made.

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.