### Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form 4

#### COGENT COMMUNICATIONS GROUP INC

Form 4

November 15, 2007

· Orti	" UNITED	STATES		RITIES Anshington			ANGE C	OMMISSION	OMB Number:	3235-028	
if no lot subject Section Form 4 Form 5 obligati may cot	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction  See Instruction  STATEMENT OF CHANGES IN BENEFICIAL OW SECURITIES  Filed pursuant to Section 16(a) of the Securities Exchange Section 17(a) of the Public Utility Holding Company Act of 194						Exchange	e Act of 1934, 1935 or Section	Expires: Estimated a burden hou response		
(Print or Type	Responses)										
1. Name and Address of Reporting Person ** Karnes Jeffrey								5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (Middle) 1015 31ST ST. NW			3. Date of Earliest Transaction (Month/Day/Year) 11/15/2007					Director 10% Owner Self-control of the control of			
				endment, D onth/Day/Yea		al		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	m 1		<b>D</b> • 4•	C	•,••		D 6 . 1		
1.Title of Security (Instr. 3)	` ,	nsaction Date 2A. Deemed		3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price					6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
common stock	11/15/2007(1)			S	961	D	\$ 23.8807	63,368 (2)	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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

**OMB APPROVAL** 

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
					, )						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Karnes Jeffrey 1015 31ST ST. NW WASHINGTON, DC 20007

VP Sales & CRO

## **Signatures**

Jeffrey Karnes 11/15/2007

\*\*Signature of 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) These shares of common stock were sold pursuant to Mr. Karnes' structured sale plan (10b5-1 plan).
- (2) A portion of these securities is not vested or is subject to forfeiture under certain circumstances.

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.

Reporting Owners 2