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

#### COGENT COMMUNICATIONS GROUP INC

Form 4 April 01, 2009

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** obligations

may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading

COGENT COMMUNICATIONS

(Print or Type Responses)

1. Name and Address of Reporting Person \* Karnes Jeffrey

(First) (Middle)

1015 31ST ST. NW

(Last)

(City)

common

stock

(Street)

04/01/2009

Symbol

GROUP INC [CCOI]

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

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

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

below) VP Sales & CRO

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WASHINGTON, DC 20007

(State)

04/01/2009(1)

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Instr. 8)

(Zip)

(Month/Day/Year)

Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5)

(A) Code V Amount (D) Price \$ D

S 625 5. Amount of

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Securities Beneficially Owned Following Reported

Ownership (D) or

Indirect Form: Direct Beneficial Ownership Indirect (I) (Instr. 4)

7. Nature of

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

(Instr. 4)

Transaction(s)

(Instr. 3 and 4) D

 $71,867 \stackrel{(2)}{=}$ 

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

7.3731

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)

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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	ber Expiration Date		Amount of		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	Securities		(Instr. 5)	Bene	
	Derivative				Securities Acquired			(Instr. 3 and 4)			Owne
	Security										Follo
	·				(A) or					Repo	
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
					, )						
									Amount		
						Date Exercisable	Expiration Date		or		
								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 04/01/2009

\*\*Signature of Date
Reporting Person

### **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) The sale of the 625 shares of common stock reported here was implemented pursuant to Mr. Karnes' structured sale plan (10b5-1 plan).
- (2) A portion of these securities is not vested.

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.

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