

COGENT COMMUNICATIONS GROUP INC
 Form 4
 February 16, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 GLASSMEYER EDWARD F

2. Issuer Name and Ticker or Trading Symbol
 COGENT COMMUNICATIONS GROUP INC [COI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O OAK INVESTMENT PARTNERS, ONE GORHAM ISLAND

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2005

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

(Street)
 WESTPORT, CT 06880

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)
Common Stock	02/15/2005		C	89,666,388	A (1) 91,627,271	I	See Note (2)
Common Stock	02/15/2005		C	968,582	A (1) 989,482	I	See Note (3)
Common Stock	02/15/2005		C	2,136,151	A (1) 2,183,217	I	See Note (4)

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 SEC 1474 (9-02)

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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series G-1 Preferred Stock	(5)	02/15/2005		C	9,665	(6) (7)	Common Stock 56,707,616
Series G-1 Preferred Stock	(5)	02/15/2005		C	103	(6) (7)	Common Stock 604,334
Series G-1 Preferred Stock	(5)	02/15/2005		C	232	(6) (7)	Common Stock 1,361,217
Series I Preferred Stock	(8)	02/15/2004		C	290	(6) (7)	Common Stock 1,797,892
Series I Preferred Stock	(8)	02/15/2005		C	3	(6) (7)	Common Stock 18,599
Series I Preferred Stock	(8)	02/15/2005		C	7	(6) (7)	Common Stock 43,397
Series J Preferred Stock	(9)	02/15/2005		C	522	(6) (7)	Common Stock 16,181,029
Series J Preferred Stock	(9)	02/15/2005		C	6	(6) (7)	Common Stock 185,989
Series J Preferred	(9)	02/15/2005		C	12	(6) (7)	Common Stock 371,978

Stock

Series M Preferred Stock	(10)	02/15/2005	C	483	(6)	(7)	Common Stock	14,979,851
Series M Preferred Stock	(10)	02/15/2005	C	5	(6)	(7)	Common Stock	159,660
Series M Preferred Stock	(10)	02/15/2005	C	12	(6)	(7)	Common Stock	359,559

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLASSMEYER EDWARD F C/O OAK INVESTMENT PARTNERS ONE GORHAM ISLAND WESTPORT, CT 06880	X	X		
OAK INVESTMENT PARTNERS IX L P ONE GORHAM ISLAND WESTPORT, CT 06880		X		
OAK IX AFFILIATES FUND LP ONE GORHAM ISLAND WESTPORT, CT 06880		X		
OAK IX AFFILIATES FUND A LP ONE GORHAM ISLAND WESTPORT, CT 06880		X		

Signatures

Edward F. Glassmeyer

02/16/2005

__Signature of Reporting Person

Date

Edward F. Glassmeyer, a Managing Member of Oak Associates IX, L.L.C, the General Partner of Oak Investment Partners IX, Limited Partnership

02/16/2005

__Signature of Reporting Person

Date

Edward F. Glassmeyer, Managing Member of Oak IX Affiliates, L.L.C., the General Partner of Oak IX Afilliates Fund, Limited Partnership

02/16/2005

__Signature of Reporting Person

Date

Edward F. Glassmeyer, Managing Member of Oak IX Affiliates, L.L.C., the General Partner of Oak IX Afilliates Fund-A, Limited Partnership

02/16/2005

__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).
Represents the number of shares of Common Stock issued to such Reporting Person upon conversion of the Series G-1 Preferred Stock, Series I Preferred Stock, Series J Preferred Stock and Series M Preferred Stock held by such Reporting Person as reported in Table II. The conversion price for the Series G-1 Preferred Stock, Series I Preferred Stock, Series J Preferred Stock and Series M Preferred Stock was approximately \$0.1704, \$0.1613, \$0.1613 and \$0.1613, respectively.
- (1) Represents shares directly owned by Oak Investment Partners IX, Limited Partnership ("Oak IX, L.P.").
- (3) Represents Shares directly owned by Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates, L.P.").
- (4) Represents Shares directly owned by Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Affiliates-A, L.P.").
- (5) Each share of Series G-1 Participating Convertible Preferred Stock, par value \$.001 per share, was converted into approximately 5,867.3 shares of Common Stock.
- (6) The preferred securities are immediately convertible.
- (7) The conversion feature continues indefinitely.
- (8) Each share of Series I Participating Convertible Preferred Stock, par value \$.001 per share, was converted into 6,199.628 shares of Common Stock.
- (9) Each share of Series J Participating Convertible Preferred Stock, par value \$.001 per share, was converted into 30,998.15 shares of Common Stock.
- (10) Each share of Series M Participating Convertible Preferred Stock, par value \$.001 per share, was converted into 30,998.15 shares of Common Stock.

Remarks:

Remarks:

Edward F. Glassmeyer is a Director of Cogent Communications Group, Inc. Mr. Glassmeyer is a Managing Member of Oak A

Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the

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.