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

COGENT COMMUNICATIONS GROUP INC Form 4 November 15, 2006 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading GLASSMEYER EDWARD F Issuer Symbol COGENT COMMUNICATIONS (Check all applicable) **GROUP INC [CCOI]** (Last) (First) (Middle) 3. Date of Earliest Transaction X\_ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) C/O OAK INVESTMENT 11/14/2006 PARTNERS, ONE GORHAM **ISLAND** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting WESTPORT, CT 06880 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of 6. Transaction Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial anv (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported  $(\mathbf{I})$ (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common 1,054,248 \$ See Note 11/14/2006 S D 1,907,221 I 14.64 Stock (1) (2) Common See Note 11/14/2006 S 14.275 (3) D 25.825 Ι (4) Stock 14.64 Common See Note 56,945 11/14/2006 S 31,477 (5) D Ι 14.64 Stock (6) Common See Note 3,750 (7) Ι (7)Stock

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

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 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)	4. Transact Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Nar	Relationships						
hepotong o who i wh	reporting o wher runne / runne os			Officer	Other		
GLASSMEYER EDWA C/O OAK INVESTMEN ONE GORHAM ISLAN WESTPORT, CT 06880	Х						
Signatures							
Edward F. Glassmeyer	11/15/2006						
<b>**</b> Signature of	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) Represents shares sold by Oak Investment Partners IX, Limited Partnership ("Oak IX, L.P.") on November 14, 2006, as part of a registered offering under the Securities Act of 1933, as amended, reported by the Company on Form 424B5 on November 9, 2006.
- (2) Represents shares directly owned by Oak IX, L.P.
- (3) Represents shares sold by Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates, L.P.") on November 14, 2006, as part of a registered offering under the Securities Act of 1933, as amended, reported by the Company on Form 424B5 on November 9, 2006.
- (4) Represents shares directly owned by Oak IX Affiliates, L.P.

Reporting Person

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- (5) Represents shares sold by Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Affiliates-A, L.P.") on November 14, 2006, as part of a registered offering under the Securities Act of 1933, as amended, reported by the Company on Form 424B5 on November 9, 2006.
- (6) Represents shares directly owned by Oak IX Affiliates A, L.P.
- (7) Represents shares directly owned by Oak Management Corporation ("OMC")

#### **Remarks:**

Remarks:

Mr. Glassmeyer is a director of Cogent Communications Group, Inc.; President of Oak Management Corporation; a Managing

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.