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COGENT COMMUNICATIONS GROUP INC

Form 4

November 14, 2006

								OMB APPROVAL			
FORI	ORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287	
Check th			,,,	Same ground	, 200			Expires:	January 31,		
if no lon subject t Section Form 4 of	16. Filed pur	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							Estimated average burden hours per response 0.8		
obligatio may con <i>See</i> Instr 1(b).	ntinue. Section 17(•	ding Com Company	_		1935 or Section	1		
(Print or Type	Responses)										
PETERSON KENNETH D JR Sy.			Symbol		Ticker or T			5. Relationship of Reporting Person(s) to Issuer			
			P INC [C	MUNICA' OI]	HON	12	(Check all applicable)				
(Last)	` , , .	(First) (Middle) 3. Date o (Month/I			ransaction			X Director Officer (give t below)		Owner er (specify	
CORPORA	MBIA VENTUR ATION, 203 SE PA RIVE, SUITE 270	ARK	11/14/2	2006				below)	below)		
	(Street)	endment, Danth/Day/Year	ate Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
VANCOU	VER, WA 98684							Person	ore man One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative S	ecurit	ies Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. 4. Securities Acquired (A Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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 Beneficial Ownership (Instr. 4)	
Common Stock								3,750 <u>(1)</u>	D		
Common Stock	11/14/2006			S	950,000	D	\$ 14.64	1,938,965 (2)	I	See Footnote 3 below.	
Reminder: Rej	port on a separate line	for each cla	ass of secu	urities benef	ficially owne	ed dire	ctly or in	directly.			

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(9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(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)						
									A 4		
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	Date	of	Number		
				~							
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PETERSON KENNETH D JR C/O COLUMBIA VENTURES CORPORATION 203 SE PARK PLAZA DRIVE, SUITE 270 VANCOUVER, WA 98684

X

Signatures

Kenneth D. Peterson, Jr. 11/14/2006

**Signature of Reporting Date
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) Represents shares held directly by Mr. Peterson.
- (2) Represents shares held by Columbia Ventures Corporation. Mr. Peterson is the Chief Executive Officer and sole shareholder of Columbia Ventures Corporation.
- On November 14, 2006, Columbia Ventures Corporation sold 950,00 shares of common stock pursuant to an underwritten transaction as part of a registered public offering of securities, Registration Statement number 333-133200.

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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