

BNP EUROPE TE LECOM & MEDIA FUND II LP
 Form 4
 June 09, 2006

FORM 4

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

OMB APPROVAL

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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 *
BERTRAND JEAN JACQUES

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 06/07/2006

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

C/O BNP PARIBAS PRIVATE EQUITY SAS, 32 BOULEVARD HAUSSMANN

(Street)

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

PARIS, IO 75009

(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)			
			Code	V	Amount					
Common Stock, Par value \$0.001 per share	06/07/2006		S		404,204	D	\$ 8.5275	3,641,052 ⁽¹⁾	I	See footnotes <u>(2)</u> <u>(3)</u>
Common Stock, Par value \$0.001 per share	06/07/2006		S		23,230	D	\$ 8.5275	209,255 ⁽¹⁾	I	See footnotes <u>(2)</u> <u>(4)</u>

Common
 Stock, Par
 value 06/07/2006 S 340 D \$ 8.5275 3,410 ⁽¹⁾ D ⁽²⁾ ⁽⁵⁾
 \$0.001 per
 share

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)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BERTRAND JEAN JACQUES
 C/O BNP PARIBAS PRIVATE EQUITY SAS
 32 BOULEVARD HAUSSMANN
 PARIS, IO 75009

X

BNP EUROPE TE LECOM & MEDIA FUND II LP
 CIBC FINANCIAL CENTRE
 3RD FLOOR, PO BOX 694 GT, II DR ROYS DR
 GRAND CAYMAN ISLANDS, E9 00000

See footnote (2)

General Business Finance & Investments, Ltd.
 C/O MAPLES AND CALDER UGLAND HOUSE,
 SOUTH CHURCH STREET P.O. BOX 309
 GRAND CAYMAN, E9 00000

See footnote (2)

Signatures

/s/ Jean-Jacques
Bertrand 06/09/2006

__Signature of Reporting
Person Date

/s/ Richard
Hastings 06/09/2006

__Signature of Reporting
Person Date

/s/ Jennifer
Fischetti 06/09/2006

__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).
- (1) See attached Exhibit 99.
- (2) See attached Exhibit 99.
- (3) See attached Exhibit 99.
- (4) See attached Exhibit 99.
- (5) See attached Exhibit 99.

Remarks:

Authorized Signatory

General Business Finance and Investments Ltd. and BNP Europe Telecom & Media Fund II, LP, by General Business Finance Investments Ltd., its General Partner by Commerce Advisory Limited, its Partnership Secretary

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.