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COGENT COMMUNICATIONS GROUP INC

Form 4 March 02, 2007

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

(Middle)

(Zip)

1(b).

(Last)

(City)

1015 31ST ST., NW

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(State)

BEURY ROBERT N JR

2. Issuer Name and Ticker or Trading Symbol

COGENT COMMUNICATIONS

GROUP INC [CCOI]

3. Date of Earliest Transaction

(Month/Day/Year) 03/02/2007

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

5. Relationship of Reporting Person(s) to

Issuer

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

(Check all applicable)

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

Chief Legal Officer

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

WASHINGTON, DC 20007

					[,	-,	-5
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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)	Securities Form: Dir Beneficially (D) or	Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	(A) or Amount (D) Price	Reported Transaction(s) (Instr. 3 and 4)		
common stock	03/02/2007		M	400 (2) D \$ 0	10,400 (3)	D	
common stock	03/02/2007		S	$400 \stackrel{(2)}{=} \begin{array}{c} D \\ \stackrel{(1)}{=} \\ \hline (2) \end{array} 22.27$	10,000 (3)	D	

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

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of

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number owf 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. Pr Deri Secu (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options to purchase common stock	\$ 0 (2)	03/02/2007		M	400 (2)	06/01/2005	09/08/2014	common stock	400	

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Maine / Address	

Director 10% Owner Officer Other

BEURY ROBERT N JR 1015 31ST ST., NW WASHINGTON, DC 20007

Chief Legal Officer

Signatures

Robert N. 03/02/2007 Beury, Jr.

**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) These shares of common stock were sold pursuant to Mr. Beury's structured sale plan (10b5-1 plan).
- (2) Effective March 2, 2007 Mr. Beury exercised option to acquire 400 shares of common stock for an aggregate purchase price of \$0.10, or \$0.00026 per share.
- (3) A portion of these securities is not vested or is subject to forfeiture under certain circumstances.

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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