

COGENT COMMUNICATIONS GROUP INC

Form 4

January 18, 2007

**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 \*  
MARGALIT EREL N

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)

3. Date of Earliest Transaction (Month/Day/Year)  
01/16/2007

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

7 WEST 22ND STREET, 7TH FLOOR

(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

NEW YORK, NY 10010

(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 Beneficial Ownership (Instr. 4)
Common Stock	01/16/2007		S	59,787 D	\$ 20.382 800,005	I	See footnote (1) (8) (9)
Common Stock	01/16/2007		S	4,596 D	\$ 20.382 61,498	I	See footnote (2) (8) (9)
Common Stock	01/16/2007		S	1,676 D	\$ 20.382 22,418	I	See footnote (3) (8) (9)
Common	01/16/2007		S	80,590 D	\$ 20.382 1,078,379	I	See

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Stock								footnote (4) (8) (9)
Common Stock	01/16/2007	S	684	D	\$ 20.382	9,158	I	See footnote (5) (8) (9)
Common Stock	01/16/2007	S	723	D	\$ 20.382	9,672	I	See footnote (6) (8) (9)
Common Stock	01/16/2007	S	1,944	D	\$ 20.382	26,025	I	See footnote (7) (8) (9)
Common Stock	01/17/2007	S	59,787	D	\$ 20.4046	740,218	I	See footnote (1) (8) (9)
Common Stock	01/17/2007	S	4,596	D	\$ 20.4046	56,902	I	See footnote (2) (8) (9)
Common Stock	01/17/2007	S	1,676	D	\$ 20.4046	20,742	I	See footnote (3) (8) (9)
Common Stock	01/17/2007	S	80,590	D	\$ 20.4046	997,789	I	See footnote (4) (8) (9)
Common Stock	01/17/2007	S	684	D	\$ 20.4046	8,474	I	See footnote (5) (8) (9)
Common Stock	01/17/2007	S	723	D	\$ 20.4046	8,949	I	See footnote (6) (8) (9)
Common Stock	01/17/2007	S	1,944	D	\$ 20.4046	24,081	I	See footnote (7) (8) (9)
Common Stock						12,150	D	

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)



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