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COGENT COMMUNICATIONS GROUP INC

Form 4

January 18, 2007

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

obligations

Form 5

subject to

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

SECURITIES

OMB Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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 may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * MARGALIT EREL N

(First)

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol

COGENT COMMUNICATIONS **GROUP INC [COI]**

(Check all applicable)

(Middle)

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

01/16/2007

_X__ Director Officer (give title

10% Owner Other (specify

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)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10010

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3, 4)	ed of	` ′	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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SEC 1474 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
	Derivative		•		Securities	S		(Instr. 3 and 4)		Owne
	Security				Acquired			· · · · · · · · · · · · · · · · · · ·		Follo
	·				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D)	Date	Expiration	Title Amount		
						Exercisable	Date	or		
								Number		
								of		
								Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
MARGALIT EREL N 7 WEST 22ND STREET 7TH FLOOR NEW YORK, NY 10010	X						

Signatures

/s/ Erel N.
Margalit

**Signature of Reporting Person

O1/18/2007

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) Shares are held directly by Jerusalem Venture Partners III, L.P.
- (2) Shares are held directly by Jerusalem Venture Partners Entrepreneur Fund III, L.P.
- (3) Shares are held directly by Jerusalem Venture Partners (Israel) III, L.P.
- (4) Shares are held directly by Jerusalem Venture Partners IV, L.P.
- (5) Shares are held directly by Jerusalem Venture Partners IV-A, L.P.
- (6) Shares are held directly by Jerusalem Venture Partners Entrepreneurs Fund IV, L.P.
- $\hbox{ (7)} \quad \hbox{Shares are held directly by Jerusalem Venture Partners (Israel) IV, L.P. }$
- Erel N. Margalit, the Reporting Person, is a director of the Issuer and an officer of JVP Corp. IV, Jerusalem Venture Partners Corporation and Jerusalem Venture Partners III (Israel) Management Company, Ltd. (the ultimate general partner of the limited partnerships mentioned hereunder), and may be deemed the indirect beneficial owner of those shares held directly by each such limited partnership, but disclaims beneficial ownership in such shares except to the extent of his pecuniary interest therein.
- (9) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the partnerships on November 9, 2006. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 3

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