

COGENT COMMUNICATIONS GROUP INC

Form 4

February 17, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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 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 \*  
 Thrasher Warren

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)  
 1015 31ST ST. NW  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/15/2005

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
 Vice President & CIO

WASHINGTON, DC 20007

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

(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)
			Code	V	Amount	(D)	Price

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Ar Underlying Se (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		
Option to purchase Series H Convertible Preferred Stock <sup>(1)</sup>	\$ 238.46	02/15/2005 <sup>(1)</sup>	C <sup>(1)</sup>				500 <sup>(1)</sup>	08/10/2005 <sup>(1)</sup>	09/08/2014	common stock <sup>(1)</sup>	3
Option to purchase common stock <sup>(1)</sup>	\$ 0.31	02/15/2005 <sup>(1)</sup>	C <sup>(1)</sup>		384,615 <sup>(1)</sup>		08/10/2005 <sup>(1)</sup>	09/08/2014	common stock <sup>(1)</sup>	3	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thrasher Warren 1015 31ST ST. NW WASHINGTON, DC 20007			Vice President & CIO	

## Signatures

Warren  
Thrasher 02/15/2005

                     \*\*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).

On February 15, 2005 Mr. Thrasher's option to acquire 500 shares of Series H Convertible Preferred Stock was converted by action of the stockholders into an option to acquire 384,615 shares of common stock at a rate of 769.2307692 shares of common stock for each share of Series H Preferred Stock. The common stock is subject to the same vesting provisions applicable to the original option to acquire

- (1) Series H Preferred Stock: 25% of the option will vest on August 10, 2005 and monthly thereafter in increments of 1/48th over the following 36 months until fully vested at the end of four years; vesting will accelerate under certain circumstances; the option is exercisable for a period of 10 years from date of grant. This filing corrects a clerical error noted in the reporting of the price per share of the Series H Preferred Stock option, which was filed on September 9, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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