

COGENT COMMUNICATIONS GROUP INC

Form 4

October 28, 2005

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHLEIFER MARK A

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)
10/26/2005

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
VP of IP Engineering

WASHINGTON, DC 20007

(City) (State) (Zip)

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

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			Code	V Amount (D) Price	23,962 ⁽¹⁾	D	

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
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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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase common stock	\$ 0							06/01/2005 ⁽²⁾	09/08/2014	common stock	9,615
Option to purchase common stock	\$ 4.88 ⁽³⁾	10/26/2005		A		10,000 ⁽³⁾		10/26/2005	10/26/2015	common stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHLEIFER MARK A 1015 31ST ST., NW WASHINGTON, DC 20007	VP of IP Engineering

Signatures

Mark Schleifer 10/28/2005

**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).

(1) This amount includes 23,962 shares owned by Mr. Schleifer as previously reported on various forms 4. Of this total 18,972 shares are vested and the remainder will vest by August 1, 2006. All share amounts reflect the 1-for-20 reverse stock split effected by the Company on March 23, 2005.

(2) The options to acquire 9,615 shares of common stock reflect the forced conversion into common stock effected in February, 2005 and a 1-for-20 reverse stock split effected on March 23, 2005 concerning an option to acquire 350 shares of Series H preferred stock granted to Mr. Schleifer in 2003. Mr. Schleifer has previously reported this grant on a form 4.

(3) On October 26, 2005 the Board of Directors of the Company approved a grant to Mr. Schleifer of options to purchase 10,000 shares of common stock at a purchase price of \$4.88 per share. Options vest quarterly over 4 years in increments of 625 shares. Options are exercisable for a period of 10 years from date of grant.

(4) Reflects options to purchase 9,615 and 10,000 shares of common stock owned by Mr. Schleifer.

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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