

COGENT COMMUNICATIONS GROUP INC

Form 4

May 04, 2006

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 *
Harrison R Reed2. Issuer Name **and** Ticker or Trading
SymbolCOGENT COMMUNICATIONS
GROUP INC [CCOI]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)

05/03/2006

____ Director

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

President & COO

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 Ownership (Instr. 4)
common stock	05/03/2006 ⁽¹⁾		M	3,059	A \$ 6 3,059	D	
common stock	05/03/2006 ⁽¹⁾		S	3,059	D \$ 11.75 0	D	
common stock	05/03/2006 ⁽²⁾		M	3,500	A \$ 6 3,500	D	
common stock	05/03/2006 ⁽²⁾		S	3,500	D \$ 12 0	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)

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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase common stock	\$ 6	05/03/2006 ⁽¹⁾		M	3,059	07/14/2004	07/14/2014	common stock	3,059
Option to purchase common stock	\$ 6	05/03/2006 ⁽²⁾		M	3,500	07/14/2004	07/14/2014	common stock	3,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Harrison R Reed 1015 31ST ST. NW WASHINGTON, DC 20007	President & COO

Signatures

R. Reed
Harrison, III
05/04/2006
Date

**Signature of
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)

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This exercise of options to acquire 3,059 shares of common stock at a price of \$6.00 per share and the sale of the 3,059 shares of common stock at a price of \$11.75 per share was implemented pursuant to the terms of Mr. Harrison's structured sale plan (10b5-1 plan) adopted on December 8, 2005.

(2) This exercise of options to acquire 3,500 shares of common stock at a price of \$6.00 per share and the sale of the 3,500 shares of common stock at a price of \$12.00 per share was implemented pursuant to the terms of Mr. Harrison's structured sale plan (10b5-1 plan) adopted on December 8, 2005.

(3) A portion of the securities owned by Mr. Harrison is not vested.

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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