

ONEILL TIMOTHY G
Form 4
September 07, 2007

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ONEILL TIMOTHY G

2. Issuer Name **and** Ticker or Trading
Symbol
COGENT 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)
09/07/2007

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
VP Field Engineering

WASHINGTON, DC 20007

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
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	09/07/2007		M	(A) or (D) 2,000 (1)	\$ 4.88 32,000 (2)	D	
common stock	09/07/2007		S	D (1) 2,000	\$ 23.88 30,000 (2)	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
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(9-02)

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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. D S (I
						Date Exercisable	Expiration Date	Title
								Amount or Number of Shares
						Code	V (A) (D)	
Options to purchase common stock	\$ 4.88 ⁽¹⁾	09/07/2007		M	2,000	10/26/2005	10/26/2015	common stock 2,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ONEILL TIMOTHY G
1015 31ST ST., NW
WASHINGTON, DC 20007

VP Field Engineering

Signatures

Timothy O'Neill 09/07/2007

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 exercise of options to acquire 2,000 shares of common stock at a purchase price of \$4.88 per share, and the sale of 2,000 shares of common stock was implemented pursuant to Mr. O'Neill's structured plan sale (10b5-1 plan).

(2) A portion of these securities 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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