

WEINGARTEN TIM
Form 4
February 02, 2006

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 *
WEINGARTEN TIM

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)
435 TASSO STREET, SUITE 120
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

PALO ALTO, CA 94301

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/31/2006		A		3,750	A	\$ 0 3,750
Common Stock							3,460,265
						I	see footnote ⁽¹⁾ <u>(2)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WEINGARTEN TIM 435 TASSO STREET SUITE 120 PALO ALTO, CA 94301	X

Signatures

/s/ Tim
Weingarten 01/31/2006
 **Signature of Date
 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).

Of the 3,460,265 shares being reported hereunder, 1,758,668 shares are directly owned by Worldview Technology Partners III, L.P., 433,465 shares are directly owned by Worldview Technology International III, L.P., 38,866 shares are directly owned by Worldview
 (1) Strategic Partners III, L.P., 96,607 shares are directly owned by Worldview III Carrier Fund, L.P., 966,909 shares are directly owned by Worldview Technology Partners IV, L.P., 157,692 shares are directly owned by Worldview Technology International IV, L.P., and 8,058 shares are directly owned by Worldview Strategic Partners IV, L.P.

Tim Weingarten, the Reporting Person, is a director of the Issuer and has certain voting rights in Worldview Equity I, L.L.C. (the ultimate
 (2) general partner of the aforementioned limited partnerships), and may be deemed the indirect beneficial owner of those shares directly held by each such entity, but disclaims beneficial ownership in such shares, except to the extent of his pecuniary interest therein.

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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