

COGENT COMMUNICATIONS GROUP INC  
 Form 4  
 December 13, 2005

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 BEURY ROBERT N JR

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)  
 12/13/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Legal Officer

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount (D) Price                                                                              |                                                          |                                   |
| common stock                    | 12/13/2005                           |                                                    | S                              |                                                                   | 5,000 (1) \$ 5.45                                                                             | D                                                        |                                   |
|                                 |                                      |                                                    |                                |                                                                   | 13,962 (2)                                                                                    |                                                          |                                   |

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)**

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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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Option to purchase common stock            | \$ 0                                                   |                                      |                                                    |                                |                                                                                         | 06/01/2005 09/08/2014                                    | common stock                                                  | 9,462 <sup>(3)</sup>          |
| Option to purchase common stock            | \$ 0                                                   |                                      |                                                    |                                |                                                                                         | 06/01/2005 09/08/2014                                    | common stock                                                  | 4,000 <sup>(4)</sup>          |
| Option to purchase common stock            | \$ 4.88 <sup>(5)</sup>                                 |                                      |                                                    |                                |                                                                                         | 10/26/2005 <sup>(5)</sup> 10/26/2015                     | common stock                                                  | 10,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                     |       |
|----------------------------------------------------------------|---------------|-----------|---------------------|-------|
|                                                                | Director      | 10% Owner | Officer             | Other |
| BEURY ROBERT N JR<br>1015 31ST ST., NW<br>WASHINGTON, DC 20007 |               |           | Chief Legal Officer |       |

## Signatures

Robert N. Beury, Jr. 12/13/2005

\*\*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 sale is a 10b5-1 program sale and the 5,000 shares sold are owned by Mr. Beury's minor child.
- (2)

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This amount includes 13,962 shares owned by Mr. Beury as previously reported on various forms 4. This total includes 5,000 shares owned by Mr. Beury's minor children. Of this total 9,471 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.

- (3) The options to acquire 9,462 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 246 shares Series H preferred stock granted in 2003 and previously reported by Mr. Beury on a form 4.

- (4) The options to acquire 4,000 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 104 shares Series H preferred stock granted to Mr. Beury in 2003 subsequently gifted to his minor children. Mr. Beury has previously reported this amount on a form 4.

- (5) On October 26, 2005 the Board of Directors of the Company approved a grant to Mr. Beury 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.

- (6) Reflects options to purchase 9,462 and 10,000 shares of common stock owned by Mr. Beury and the options to acquire 4,000 shares of common stock gifted to his minor children.

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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