

COGENT COMMUNICATIONS GROUP INC
 Form 4
 November 15, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 GLASSMEYER EDWARD F

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)

3. Date of Earliest Transaction (Month/Day/Year)
 11/14/2006

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

C/O OAK INVESTMENT PARTNERS, ONE GORHAM ISLAND

(Street)

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

WESTPORT, CT 06880

(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 Indirect Ownership (Instr. 4)
Common Stock	11/14/2006		S	(A) 1,054,248 (1) D	\$ 14.64 1,907,221	I	See Note (2)
Common Stock	11/14/2006		S	14,275 (3) D	\$ 14.64 25,825	I	See Note (4)
Common Stock	11/14/2006		S	31,477 (5) D	\$ 14.64 56,945	I	See Note (6)
Common Stock					3,750 (7)	I	See Note (7)

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

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLASSMEYER EDWARD F C/O OAK INVESTMENT PARTNERS ONE GORHAM ISLAND WESTPORT, CT 06880		X		

Signatures

Edward F. Glassmeyer 11/15/2006

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) Represents shares sold by Oak Investment Partners IX, Limited Partnership ("Oak IX, L.P.") on November 14, 2006, as part of a registered offering under the Securities Act of 1933, as amended, reported by the Company on Form 424B5 on November 9, 2006.
- (2) Represents shares directly owned by Oak IX, L.P.
- (3) Represents shares sold by Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates, L.P.") on November 14, 2006, as part of a registered offering under the Securities Act of 1933, as amended, reported by the Company on Form 424B5 on November 9, 2006.
- (4) Represents shares directly owned by Oak IX Affiliates, L.P.

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- (5) Represents shares sold by Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Affiliates-A, L.P.") on November 14, 2006, as part of a registered offering under the Securities Act of 1933, as amended, reported by the Company on Form 424B5 on November 9, 2006.
- (6) Represents shares directly owned by Oak IX Affiliates - A, L.P.
- (7) Represents shares directly owned by Oak Management Corporation ("OMC")

Remarks:

Remarks:

Mr. Glassmeyer is a director of Cogent Communications Group, Inc.; President of Oak Management Corporation; a Managing

Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the

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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