

COGENT COMMUNICATIONS GROUP INC
 Form 4
 February 16, 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 *
WEI JAMES

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)

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2005

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

C/O WORLDVIEW TECHNOLOGY PARTNERS, 435 TASSO ST., SUITE 120

(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
 ___X___ Form filed by More than One Reporting Person

PALO ALTO, CA 94301

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/15/2005		C		18,796,524	A	(8) 19,345,055
Common Stock	02/15/2005		C		3,059,505	A	(8) 3,148,620
Common Stock	02/15/2005		C		155,458	A	(8) 159,506

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series G Participating Convertible Preferred Stock	(1)	02/15/2005		C	1,887	(1) (1)	(1) (1)	Common Stock	10,866,8
Series G Participating Convertible Preferred Stock	(1)	02/15/2005		C	306	(1) (1)	(1) (1)	Common Stock	1,762,1
Series G Participating Convertible Preferred Stock	(1)	02/15/2005		C	14	(1) (1)	(1) (1)	Common Stock	80,623
Series I Participating Convertible Preferred Stock	(5)	02/15/2005		C	212.94	(5) (5)	(5) (5)	Common Stock	1,320,1
Series I Participating Convertible Preferred Stock	(5)	02/15/2005		C	35.1	(5) (5)	(5) (5)	Common Stock	217,60
Series I Participating Convertible Preferred Stock	(5)	02/15/2005		C	2.34	(5) (5)	(5) (5)	Common Stock	14,507
	(6)	02/15/2005		C	128	(6) (6)	(6) (6)		3,974,6

Series J Participating Convertible Preferred Stock								Common Stock	
Series J Participating Convertible Preferred Stock	(6)	02/15/2005	C	21	(6)	(6)		Common Stock	645,72
Series J Participating Convertible Preferred Stock	(6)	02/15/2005	C	1	(6)	(6)		Common Stock	29,330
Series M Participating Convertible Preferred Stock	(7)	02/15/2005	C	85	(7)	(7)		Common Stock	2,634,8
Series M Participating Convertible Preferred Stock	(7)	02/15/2005	C	14	(7)	(7)		Common Stock	433,97
Series M Participating Convertible Preferred Stock	(7)	02/15/2005	C	1	(7)	(7)		Common Stock	30,998

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEI JAMES C/O WORLDVIEW TECHNOLOGY PARTNERS 435 TASSO ST., SUITE 120 PALO ALTO, CA 94301		X		
WEINGARTEN TIM 435 TASSO STREET SUITE 120 PALO ALTO, CA 94301				Director and 10% Owner
WORLDVIEW TECHNOLOGY PARTNERS IV LP 435 TASSO ST., STE. 120		X		

PALO ALTO, CA 94301

Signatures

James Wei	02/15/2005
__Signature of Reporting Person	Date
Tim Weingarten	02/15/2005
__Signature of Reporting Person	Date
Worldview Technology Partners IV, L.P., by Worldview Capital IV, L.P., its general partner, by Worldview Equity I, L.L.C., by James Wei, a Managing Member	02/15/2005
__Signature of Reporting Person	Date
Worldview Technology International IV, L.P., by Worldview Capital IV, L.P., its general partner, by Worldview Equity I, L.L.C., by James Wei, a Managing Member	02/15/2005
__Signature of Reporting Person	Date
Worldview Strategic Partners IV, L.P., by Worldview Capital IV, L.P., its general partner, by Worldview Equity I, L.L.C., by James Wei, a Managing Member	02/15/2005
__Signature of Reporting Person	Date
Worldview Equity I, L.L.C., by James Wei, a Managing Member	02/15/2005
__Signature of Reporting Person	Date
Worldview Capital IV, L.P., by Worldview Equity I, L.L.C., by James Wei, a Managing Member	02/15/2005
__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) Series G Convertible Preferred Stock converted into the number of shares of Common Stock indicated in column 7.
- Shares are directly owned by Worldview Technology Partners IV, L.P. James Wei, the Designated Filer, is a managing member of Worldview Equity I, L.L.C., and Tim Weingarten, a director of the issuer, has certain voting rights in Worldview Equity I, L.L.C., which is the general partner of Worldview Capital IV, L.P.(the general partner of Worldview Technology Partners IV, L.P.). Wei and Weingarten may be deemed to be indirect beneficial owners of the reported shares but each disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any pecuniary interest therein
- (2) Shares are directly owned by Worldview Technology International IV, L.P. James Wei, the Designated Filer, is a managing member of Worldview Equity I, L.L.C., and Tim Weingarten, a director of the issuer, has certain voting rights in Worldview Equity I, L.L.C., which is the general partner of Worldview Capital IV, L.P.(the general partner of Worldview Technology International IV, L.P.). Wei and Weingarten may be deemed to be indirect beneficial owners of the reported shares but each disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any pecuniary interest therein.
- (3) Shares are directly owned by Worldview Strategic Partners IV, L.P. James Wei, the Designated Filer, is a managing member of Worldview Equity I, L.L.C., and Tim Weingarten, a director of the issuer, has certain voting rights in Worldview Equity I, L.L.C., which is the general partner of Worldview Capital IV, L.P.(the general partner of Worldview Strategic Partners IV, L.P.). Wei and Weingarten may be deemed to be indirect beneficial owners of the reported shares but each disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any pecuniary interest therein.
- (4) Series I Convertible Preferred Stock converted into the number of shares of Common Stock indicated in column 7.
- (5) Series J Convertible Preferred Stock converted into the number of shares of Common Stock indicated in column 7.
- (6) Series M Convertible Preferred Stock converted into the number of shares of Common Stock indicated in column 7.
- (7) Converted into Common Stock pursuant to the Conversion and Lock-Up Letter Agreement.
- (8)

Remarks:

James Wei, the Designated Filer, is a Managing Member of Worldview Equity I, L.L.C., which is the general partner of World

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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