Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form 4

COGENT COMMUNICATIONS GROUP INC

Form 4

February 16, 2005

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 January 31, Expires:

2005

OMB APPROVAL

Form 4 or Form 5 obligations

may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Add SCHLEIFER		orting Person *	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) 1015 31ST ST	(First) Γ., NW	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2005	Director 10% Owner _X_ Officer (give title Other (specify below) VP of IP Engineering
WASHINGTO	(Street)	0007	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 Acc	quired, Disposed of, or Beneficially Owned

		140	ic 1 - 14011-1	octivative 5	ccuriu	cs Acq	un cu, Disposcu o	i, or beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acqı	uired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4	and 5)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					()		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
common stock	02/15/2005(1)		C(1)	479,230 (1)	A	\$0	479,230 (1)	D	

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)

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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. Transacti Code (Instr. 8)	5. Number of Orderivative Securities Acquired (A Disposed of (Instr. 3, 4,	A) or f (D)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title N
Series H Convertible Preferred Stock (1)	\$ 0	02/15/2005(1)		C(1)		632 (1)	10/10/2003(1)	<u>(1)</u>	common stock (1)
Option to purchase Series H Convertible Preferred Stock (2)	\$ 0.01	02/15/2005(2)		C(2)		250 (2)	06/01/2005(2)	09/08/2014	common stock (2)
Option to purchase common stock (2)	\$ 0	02/15/2005(2)		C(2)	192,307 (2)		06/01/2005(2)	09/08/2014	common stock (2)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHLEIFER MARK A 1015 31ST ST., NW WASHINGTON, DC 20007

VP of IP Engineering

Signatures

Mark Schleifer 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).
- On February 15, 2005 Mr. Schleifer's 623 shares of Series H Convertible Preferred Stock were converted by action of the stockholders into 479,230 shares of common stock at a rate of 769.2307692 shares of common stock for each share of Series H Preferred Stock. The common stock is subject to the same vesting provisions applicable to the original Series H Preferred Stock.
 - On February 15, 2005 Mr. Schleifer's option to acquire 250 shares of Series H Convertible Preferred Stock was converted by action of the stockholders into 192,307 shares of common stock at a rate of 769.2307692 shares of common stock for each share of Series H Preferred
- (2) Stock. The common stock is subject to the same vesting provisions applicable to the original option to acquire Series H Preferred Stock: 25% of the option will vest on June 1, 2005 and monthly thereafter in 1/48th increments over the following 36 months until fully vested at the end of four years; vesting will accelerate under certain circumstances.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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