ONEILL TIMOTHY G Form 4

July 07, 2011

FORM 4

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

OMB APPROVAL OMB

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

1015 31ST ST., NW

(Print or Type Responses)

1. Name and Address of Reporting Person * ONEILL TIMOTHY G

(First)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

COGENT COMMUNICATIONS **GROUP INC [CCOI]**

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

below)

(Middle)

(Month/Day/Year)

Director 10% Owner Other (specify X_ Officer (give title

(Check all applicable)

below)

07/06/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

VP Field Engineering 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

WASHINGTON, DC 20007

(City)	(State) ((Zip) Table	e I - Non-D	erivative	Secur	ities Ac	quired, Disposed	of, or Beneficial	ly 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)	(D) (Instr. 3,	4 and (A) or	d of 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)
common stock	07/06/2011(2)		Code V M	3,500 (2)	(D) A (1)	Price \$ 4.88 (2)	61,152 (3)	D	
common stock	07/06/2011		S	3,500	D (1) (2)	\$ 17.5	57,652 <u>(3)</u>	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)

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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		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
Option to purchase common stock	\$ 4.88	07/06/2011		M	3	3,500 (2)	10/26/2005	10/26/2015	common stock	3,500

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

ONEILL TIMOTHY G 1015 31ST ST., NW WASHINGTON, DC 20007

VP Field Engineering

Signatures

Timothy G. 07/07/2011

**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).
- (1) The sale of shares of common stock reported here was implemented pursuant to Mr. O'Neill's structured sale plan (10b5-1 plan).
- (2) Mr. O'Neill exercised options to acquire 3,500 shares of common stock for an aggregate purchase price of \$17,080 or \$4.88 per share.
- (3) A portion of these securities is not vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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