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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

COGENT COMMUNICATIONS GROUP INC

Form 4

September 05, 2006

| FORM 4 | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 |
|--------|---|
| | Washington, D.C. 20549 |

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| () F | , | | | | | | | | | | |
|---|---|---------------|--|----------------|---|---|------------|--|--|--------------|--|
| 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) C/O OAK I PARTNER: ISLAND | 3. Date of Earliest Transaction (Month/Day/Year) 09/01/2006 | | | | | X Director 10% Owner Officer (give title below) Other (specify below) | | | | | |
| WESTPOR | (Street) T, CT 06880 | | 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) | Tobl | o I. Non F | Namirrativa Ca | | quired, Disposed of, or Beneficially Owned | | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Dat (Month/Day/Year) | Execution any | | 3. | 4. Securitie on(A) or Disp (Instr. 3, 4 | es Acqui bosed of and 5) (A) or | ired | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of | |
| Common Stock | 09/01/2006 | | | J <u>(1)</u> | 750,000 | . , | <u>(1)</u> | 2,961,469 | I | See Note | |
| Common Stock | | | | | | | | 40,100 | I | See Note | |
| Common Stock | | | | | | | | 88,422 | I | See Note | |
| Common Stock | | | | | | | | 3,750 | I | See Note | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | e and | 8. Price of | 9 |
|---|------------------------------|-------------|---------------------|--------------------|------------|------------|---------------|------------------|------------|--------|-------------|---|
| | Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amou | nt of | Derivative | J |
| | Security | or Exercise | | any | Code | of | (Month/Day/ | Underlying | Security | , | | |
| | (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | | | Securities | | (Instr. 5) |] |
| | | Derivative | | | | Securities | 1 | (Instr. | 3 and 4) | | (| |
| | | Security | | | | Acquired | | | | | |] |
| · | | | | | (A) or | | | | | | J | |
| | | | | | | Disposed | | | | | | - |
| | | | | | | of (D) | | | | | | (|
| | | | | | | (Instr. 3, | | | | | | |
| | | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | Amount | | |
| | | | | | | | | | | or | | |
| | | | | | | | Date | Expiration | | Number | | |
| | | | | | | | | Exercisable Date | 11110 | of | | |
| | | | | | Code V | (A) (D) | | | | Shares | | |
| | | | | | Code v | (A) (D) | | | | Shares | | |

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



Signatures

Edward F.

Glassmeyer 09/05/2006

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- On September 1, 2006, Oak Investment Partners IX, Limited Partnership ("Oak IX, L.P.") made an in-kind distribution, without any additional consideration, of Common Stock to the limited and general partners of Oak IX, L.P. In turn, the general partner made an in-kind distribution of the shares it received to its members.
- (2) Represents shares directly owned by Oak Affiliates Fund A, Limited Partnership ("Oak IX Affiliates A, L.P.")
- (3) Represents shares directly owned by Oak Affiliates Fund, Limited Partnership ("Oak IX Affiliates, L.P.")
- (4) Represents shares directly owned by Oak IX, L.P.

Reporting Owners 2

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(5) Represents shares directly owned by Oak Management Corporation ("OMC")

Remarks:

Remarks:

a currently valid OMB number.

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays