

COGENT COMMUNICATIONS GROUP INC
 Form 4
 December 11, 2006

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 *
 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)
 12/11/2006

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)
			Code	V	Amount or Price		
Common Stock	12/11/2006		J		1,054,248 ⁽¹⁾	D	<u>(1)</u> 852,973 I See Note <u>(2)</u>
Common Stock	12/11/2006		J		14,275 ⁽³⁾	D	<u>(3)</u> 11,550 I See Note <u>(4)</u>
Common Stock	12/11/2006		J		31,477 ⁽⁵⁾	D	<u>(5)</u> 25,468 I See Note <u>(6)</u>
Common Stock							<u>(7)</u> 3,750 I See Note <u>(7)</u>
							<u>(8)</u> 1,529 D See Note <u>(8)</u>

Common
Stock

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

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(9-02)

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 Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of 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

X

Signatures

Edward F.
Glassmeyer 12/11/2006

**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) On December 11, 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.

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- (2) Represents shares directly owned by Oak IX, L.P.
On December 11, 2006, Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates, L.P.") made an in-kind distribution, without any additional consideration, of Common Stock to the limited and general partners of Oak IX Affiliates, L.P. In turn, the general partner made an in-kind distribution of the shares it received to its members.
- (3) Represents shares directly owned by Oak IX Affiliates, L.P.
On December 11, 2006, Oak IX Affiliates Fund - A, Limited Partnership ("Oak IX Affiliates - A, L.P.") made an in-kind distribution, without any additional consideration, of Common Stock to the limited and general partners of Oak IX Affiliates - A, L.P. In turn, the general partner made an in-kind distribution of the shares it received to its members.
- (4) Represents shares directly owned by Oak IX Affiliates - A, L.P.
- (5) Represents shares directly owned by Oak Management Corporation ("OMC")
Represents shares directly owned by Edward F. Glassmeyer, a director of Cogent Communications Group, Inc., and received as part of the distributions described in Footnotes 1, 3 and 5. This acquisition merely reflects a change in beneficial ownership from indirect to direct. No other Reporting Person has any pecuniary interest in these shares.

Remarks:

Remarks:

Mr. Glassmeyer is a director of Cogent Communications Group, Inc.; a Managing Member of Oak Associates IX, L.L.C., the

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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