

COGENT COMMUNICATIONS GROUP INC

Form 4

December 18, 2006

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 *
Harrison R Reed

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)

1015 31ST ST. NW

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

12/15/2006

____ Director

☒ Officer (give title below) _____ 10% Owner
Other (specify below)

President & COO

WASHINGTON, DC 20007

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

(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 Ownership (Instr. 4)
common stock	12/15/2006 ⁽¹⁾		M	4,000	A \$ 6	14,000	D
common stock	12/15/2006 ⁽¹⁾		S	200	D \$ 15.52	13,800	D
common stock	12/15/2006 ⁽¹⁾		S	600	D \$ 15.53	13,200	D
common stock	12/15/2006 ⁽¹⁾		S	200	D \$ 15.54	13,000	D
common stock	12/15/2006 ⁽¹⁾		S	300	D \$ 15.55	12,700	D

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common stock	12/15/2006 ⁽¹⁾	S	38	D	\$ 15.58	12,662	D
common stock	12/15/2006 ⁽¹⁾	S	281	D	\$ 15.59	12,381	D
common stock	12/15/2006 ⁽¹⁾	S	81	D	\$ 15.6	12,300	D
common stock	12/15/2006 ⁽¹⁾	S	200	D	\$ 15.61	12,100	D
common stock	12/15/2006 ⁽¹⁾	S	100	D	\$ 15.62	12,000	D
common stock	12/15/2006 ⁽¹⁾	S	52	D	\$ 15.63	11,948	D
common stock	12/15/2005 ⁽¹⁾	S	797	D	\$ 15.64	11,151	D
common stock	12/15/2006 ⁽¹⁾	S	3	D	\$ 15.65	11,148	D
common stock	12/15/2006 ⁽¹⁾	S	100	D	\$ 15.66	11,048	D
common stock	12/15/2006 ⁽¹⁾	S	300	D	\$ 15.67	10,748	D
common stock	12/15/2006 ⁽¹⁾	S	200	D	\$ 15.68	10,548	D
common stock	12/15/2006 ⁽¹⁾	S	48	D	\$ 15.69	10,500	D
common stock	12/15/2006 ⁽¹⁾	S	200	D	\$ 15.76	10,300	D
common stock	12/15/2006 ⁽¹⁾	S	100	D	\$ 15.77	10,200	D
common stock	12/15/2006 ⁽¹⁾	S	200	D	\$ 15.8	10,000 ⁽²⁾	D

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

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SEC 1474
(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D or S (Instr. 3 and 4)
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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase common stock	\$ 6	12/15/2006 ⁽¹⁾		M		4,000		07/14/2004	07/14/2014	common stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harrison R Reed 1015 31ST ST. NW WASHINGTON, DC 20007			President & COO	

Signatures

R. Reed
Harrison, III
12/18/2006

__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) This exercise of options to acquire 4,000 shares of common stock at a price of \$6.00 per share and the sale of 4,000 shares of common stock was implemented pursuant to Mr. Harrison's structured sale plan (10b5-1 plan) adopted on December 8, 2005.
- (2) A portion of these securities owned by Mr. Harrison 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.
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