

COGENT COMMUNICATIONS GROUP INC  
 Form 4  
 November 15, 2006

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

OMB APPROVAL  
 OMB Number: 3235-0287  
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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)  
 11/14/2006

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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/14/2006		S		1,054,248 <sup>(1)</sup>	D	\$ 14.64	1,907,221	I	See Note <sup>(2)</sup>
Common Stock	11/14/2006		S		14,275 <sup>(3)</sup>	D	\$ 14.64	25,825	I	See Note <sup>(4)</sup>
Common Stock	11/14/2006		S		31,477 <sup>(5)</sup>	D	\$ 14.64	56,945	I	See Note <sup>(6)</sup>
Common Stock								3,750 <sup>(7)</sup>	I	See Note <sup>(7)</sup>



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- (5) Represents shares sold by Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Affiliates-A, L.P.") on November 14, 2006, as part of a registered offering under the Securities Act of 1933, as amended, reported by the Company on Form 424B5 on November 9, 2006.
- (6) Represents shares directly owned by Oak IX Affiliates - A, L.P.
- (7) Represents shares directly owned by Oak Management Corporation ("OMC")

### **Remarks:**

Remarks:

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.

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