

COGENT COMMUNICATIONS GROUP INC  
Form 4  
December 11, 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)  
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 Beneficial Ownership (Instr. 4)
Common Stock	12/11/2006		J	(A) Amount 1,054,248 (1)	D (1) 852,973	I	See Note (2)
Common Stock	12/11/2006		J	(A) Amount 14,275 (3)	D (3) 11,550	I	See Note (4)
Common Stock	12/11/2006		J	(A) Amount 31,477 (5)	D (5) 25,468	I	See Note (6)
Common Stock					3,750 (7)	I	See Note (7)
					1,529	D (8)	



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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.

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.