#### Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form 4

#### COGENT COMMUNICATIONS GROUP INC

Form 4 May 02, 2007

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

	Name and Address of Reporting Person * EURY ROBERT N JR		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) 1015 31ST ST	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/30/2007	Director 10% Owner Officer (give title Other (specify below)		
	(Street)		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		
WASHINGTON, DC 20007				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative (	Securi	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction(A) or		(A) or		Beneficially Fo Owned (D Following Inc	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
common stock	04/30/2007(1)		A	20,000 (1)	A	\$ 0	30,000 (3)	D	
common stock	05/02/2007(2)		M	400 (2)	A	\$ 0	30,400 (3)	D	
common stock	05/02/2007(2)		S	400 (2)	D	\$ 24.73	30,000 (3)	D	

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

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#### number.

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. Number	er 6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying		8. Pr
Security	or Exercise	(Month Buy Tear)	any	Code	Derivative	(Month/Day/Y		Securities		Seci
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(Instr. 3 and	4)	(Ins
	Derivative Security				Acquired (A) or					
	Security				Disposed					
					of (D)					
					(Instr. 3, 4, and 5)					
					and 3)					
									Amount or	
						Date Exercisable	Expiration	Title	Number	
					,,,, , <del>,,,</del> ,	Exercisable	Date		of	
				Code V	(A) (D)				Shares	
Options										
to					400			common		
purchase	\$ 0 (2)	05/02/2007		M	(2)	06/01/2005	09/08/2014	stock	400	
common										

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
reporting Owner Hame / Hauress	

Director 10% Owner Officer Other

BEURY ROBERT N JR 1015 31ST ST., NW WASHINGTON, DC 20007

Chief Legal Officer

## **Signatures**

stock

Robert N. 05/02/2007 Beury, Jr.

\*\*Signature of Date
Reporting Person

### **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).
- On April 30, 2007 the board of directors made a grant of 20,000 shares of common stock to Mr. Beury, subject to certain provisions. The stock grant is unvested and is not owned by Mr. Beury until April 30, 2009 on which date it becomes fully vested and the property of Mr. Beury. The stock will fully vest on an earlier date if a change of control occurs.
- (2) This exercise of options to acquire 400 shares of common stock at an aggregate purchase price of \$0.10, or \$0.00026 per share, and the sale of 400 shares of common stock was implemented pursuant to Mr. Beury's structured sale plan (10b5-1 plan).
- (3) A portion of these securities is not vested or is subject to forfeiture under certain circumstances.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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