

COGENT COMMUNICATIONS GROUP INC

Form 4

November 16, 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 *
WEINGARTEN TIM

2. Issuer Name and Ticker or Trading Symbol
COGENT COMMUNICATIONS GROUP INC [COI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
435 TASSO STREET, SUITE 120
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/14/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

PALO ALTO, CA 94301

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 11/14/2006 | | S | 711,547 D \$ 14.64 | 713,149 | I | See footnote (1) |
| Common Stock | 11/14/2006 | | S | 175,377 D \$ 14.64 | 175,772 | I | See footnote (2) |
| Common Stock | 11/14/2006 | | S | 15,725 D \$ 14.64 | 15,760 | I | See footnote (3) |
| Common Stock | 11/14/2006 | | S | 39,086 D \$ 14.64 | 39,174 | I | See footnote |

| | | | | | | | | (4) |
|--------------|------------|---|---------|---|----------|---------|---|------------------|
| Common Stock | 11/14/2006 | S | 391,205 | D | \$ 14.64 | 392,086 | I | See footnote (5) |
| Common Stock | 11/14/2006 | S | 3,259 | D | \$ 14.64 | 3,267 | I | See footnote (6) |
| Common Stock | 11/14/2006 | S | 63,801 | D | \$ 14.64 | 63,944 | I | See footnote (7) |

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WEINGARTEN TIM 435 TASSO STREET SUITE 120 PALO ALTO, CA 94301 | X | | | |

Signatures

Tim Weingarten

11/14/2006

__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) Shares are held directly by Worldview Technology Partners III, L.P. Tim Weingarten, the Reporting Person, is a director of the Issuer and has certain voting rights in Worldview Equity I, L.L.C. (the ultimate general partner of the aforementioned limited partnership), and may be deemed an indirect beneficial owner of those shares directly held by such partnership, but disclaims beneficial ownership in such shares except to the extent of his pecuniary interest therein.

(2) Shares are held directly by Worldview Technology International III, L.P. Tim Weingarten, the Reporting Person, is a director of the Issuer and has certain voting rights in Worldview Equity I, L.L.C. (the ultimate general partner of the aforementioned limited partnership), and may be deemed an indirect beneficial owner of those shares directly held by such partnership, but disclaims beneficial ownership in such shares except to the extent of his pecuniary interest therein.

(3) Shares are held directly by Worldview Strategic Partners III, L.P. Tim Weingarten, the Reporting Person, is a director of the Issuer and has certain voting rights in Worldview Equity I, L.L.C. (the ultimate general partner of the aforementioned limited partnership), and may be deemed an indirect beneficial owner of those shares directly held by such partnership, but disclaims beneficial ownership in such shares except to the extent of his pecuniary interest therein.

(4) Shares are held directly by Worldview III Carrier Fund, L.P. Tim Weingarten, the Reporting Person, is a director of the Issuer and has certain voting rights in Worldview Equity I, L.L.C. (the ultimate general partner of the aforementioned limited partnership), and may be deemed an indirect beneficial owner of those shares directly held by such partnership, but disclaims beneficial ownership in such shares except to the extent of his pecuniary interest therein.

(5) Shares are held directly by Worldview Technology Partners IV, L.P. Tim Weingarten, the Reporting Person, is a director of the Issuer and has certain voting rights in Worldview Equity I, L.L.C. (the ultimate general partner of the aforementioned limited partnership), and may be deemed an indirect beneficial owner of those shares directly held by such partnership, but disclaims beneficial ownership in such shares except to the extent of his pecuniary interest therein.

(6) Shares are held directly by Worldview Strategic Partners IV, L.P. Tim Weingarten, the Reporting Person, is a director of the Issuer and has certain voting rights in Worldview Equity I, L.L.C. (the ultimate general partner of the aforementioned limited partnership), and may be deemed an indirect beneficial owner of those shares directly held by such partnership, but disclaims beneficial ownership in such shares except to the extent of his pecuniary interest therein.

(7) Shares are held directly by Worldview Technology International IV, L.P. Tim Weingarten, the Reporting Person, is a director of the Issuer and has certain voting rights in Worldview Equity I, L.L.C. (the ultimate general partner of the aforementioned limited partnership), and may be deemed an indirect beneficial owner of those shares directly held by such partnership, but disclaims beneficial ownership in such shares except to the extent of his pecuniary interest therein.

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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