

COGENT COMMUNICATIONS GROUP INC
 Form 4
 November 17, 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 *
 BERTRAND JEAN JACQUES

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)
 C/O BNP PRIVATE EQUITY SAS, 32 BOULEVARD HAUSSMANN

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

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

(Street)
 PARIS FRANCE, IO 75009

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock, Par value \$0.001 per share | 11/14/2006 | | S | 790,192 | D \$ 14.64 | 2,850,860 ⁽¹⁾ | I See footnotes ⁽²⁾ ⁽³⁾ |
| Common Stock, Par value \$0.001 per share | 11/14/2006 | | S | 209,255 | D \$ 14.64 | 0 ⁽¹⁾ | I See footnotes ⁽²⁾ ⁽⁴⁾ |

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Common
 Stock, Par
 value 11/14/2006 S 553 D \$ 14.64 2,857 ⁽¹⁾ D ⁽²⁾ ⁽⁵⁾
 \$0.001 per
 share

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| BERTRAND JEAN JACQUES C/O BNP PRIVATE EQUITY SAS 32 BOULEVARD HAUSSMANN PARIS FRANCE, IO 75009 | X | | | |
| BNP EUROPE TE LECOM & MEDIA FUND II LP C/O CIBC FIN. CTR.,11 DR. ROY'S DRIVE P.O.BOX 694 GT GRAND CAYMAN, E9 00000 | | | | Shareholder |
| General Business Finance & Investments, Ltd. UGLAND HSE, SO CHURCH ST P.O. BOX 309 GT GRAND CAYMAN, E9 00000 | | | | Shareholder |

Signatures

/s/ Jean-Jacques Bertrand

11/17/2006

__Signature of Reporting Person

Date

/s/ Martin Laidlaw, Authorized Signatory

11/17/2006

__Signature of Reporting Person

Date

/s/ Avery Lewis, Authorized Signatory, General Business Finance and Investments Ltd. and BNP Europe Telecom & Media Fund II, LP, by General Business Finance and Investments Ltd., its General Partner by Commerce Advisory Limited, its Partnership Sec

11/17/2006

__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) See Exhibit 99.1.

(2) See Exhibit 99.1.

(3) See Exhibit 99.1.

(4) See Exhibit 99.1.

(5) See Exhibit 99.1.

Remarks:

See Exhibit 99.1 - Joint Filer Information

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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