

COGENT COMMUNICATIONS GROUP INC  
 Form 4  
 May 01, 2007

**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 \*  
 Harrison R Reed

(Last) (First) (Middle)  
 1015 31ST ST. NW  
 (Street)

WASHINGTON, DC 20007

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 04/30/2007

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 President & COO

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---|--|-----------------------------------|-------|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) |   |  |                                   | Price |
| common stock                    | 04/30/2007 <sup>(1)</sup>            |  | A                              |   | 20,000  | A          | \$ 0  | 30,000 <sup>(3)</sup>                                    | D                                 |       |
| common stock                    | 05/01/2007 <sup>(2)</sup>            |  | M                              |   | 4,000   | A          | \$ 6  | 34,000 <sup>(3)</sup>                                    | D                                 |       |
| common stock                    | 05/01/2007 <sup>(2)</sup>            |  | S                              |   | 4,000   | D          | \$ 25.0927  | 30,000 <sup>(3)</sup>                                    | 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 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. Date Acquired or Disposed of (Instr. 3, 4, and 5) | 9. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------------|
| Option to purchase common stock            | \$ 6   | 05/01/2007 <sup>(2)</sup>            |  | M                              | 4,000   | 07/14/2004 07/14/2014                                    | common stock  | 4,000  |                               |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| Harrison R Reed<br>1015 31ST ST. NW<br>WASHINGTON, DC 20007 |               |           | President & COO |       |

## Signatures

R. Reed  
Harrison, III

05/01/2007

\*\*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).

On April 30, 2007 the board of directors made a grant of 20,000 shares of common stock to Mr. Harrison, subject to certain provisions.

- (1) The stock grant is unvested and is not owned by Mr. Harrison until April 30, 2009 on which date it becomes fully vested and the property of Mr. Harrison. The stock will fully vest on an earlier date if a change of control occurs.
- (2) This exercise of options to acquire 4,000 shares of common stock at a price of \$6.00 per share and the sale of 4,000 shares of common stock was implemented pursuant to Mr. Harrison's structured sale plan (10b5-1 plan).
- (3) A portion of these securities owned by Mr. Harrison is not vested.

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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