

COGENT COMMUNICATIONS GROUP INC
 Form 4
 October 28, 2005

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 *
 Thrasher Warren

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)
 1015 31ST ST. NW
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/26/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP Global Customer Net Ops

WASHINGTON, DC 20007

(City) (State) (Zip)

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

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)
common stock				(A) or (D) Price	275 ⁽¹⁾	D	

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

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SEC 1474 (9-02)

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

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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)	Amount or Number of Shares
Option to purchase common stock	\$ 6.2					08/10/2005 09/08/2014	common stock	19,231
Option to purchase common stock	\$ 4.88 ⁽³⁾	10/26/2005		A	10,000 ⁽³⁾	10/26/2005 ⁽³⁾ 10/26/2014	common stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thrasher Warren 1015 31ST ST. NW WASHINGTON, DC 20007			VP Global Customer Net Ops	

Signatures

Warren
Thrasher 10/28/2005

**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) This amount includes 275 shares owned by Mr. Thrasher as previously reported on a form 3. All share amounts reflect the 1-for-20 reverse stock split effected by the Company on March 23, 2005.
- (2) The options to acquire 19,231 shares of common stock reflect the forced conversion into common stock effected in February, 2005 and a 1-for-20 reverse stock split effected on March 23, 2005 concerning an option to acquire 500 shares of Series H preferred stock granted to Mr. Thrasher in 2004. Mr. Thrasher has previously reported this grant on a form 4.
- (3) On October 26, 2005 the Board of Directors of the Company approved a grant to Mr. Thrasher of options to purchase 10,000 shares of common stock at a purchase price of \$4.88 per share. Options vest quarterly over 4 years in increments of 625 shares. Options are exercisable for a period of 10 years from date of grant.
- (4) Reflects options to purchase 19,231 and 10,000 shares of common stock owned by Mr. Thrasher.

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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