

COGENT COMMUNICATIONS GROUP INC
 Form 4
 January 02, 2008

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 *
WEED THADDEUS GERARD

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

3. Date of Earliest Transaction (Month/Day/Year)
 01/01/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, CFO

WASHINGTON, DC 20007

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 (A) or (D) Price | | |
| common stock | 01/01/2008 ⁽¹⁾ | | A | | 20,000 ⁽¹⁾ \$ 0 | D | |
| common stock | 01/02/2008 ⁽²⁾ | | M | | 280 \$ 0 | D | |
| common stock | 01/02/2008 ⁽²⁾ | | S | | 280 \$ 23.8064 | 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. P... Deriv... Secur... (Instr... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to purchase common stock | \$ 0 ⁽²⁾ | 01/02/2008 | | M | 280 | 06/01/2005 09/08/2014 | common stock | 280 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WEED THADDEUS GERARD 1015 31ST ST., NW WASHINGTON, DC 20007 | | | VP, CFO | |

Signatures

Thaddeus G. "Tad"
Weed 01/02/2008

**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).

Award by the board of directors of 20,000 shares of restricted stock to Mr. Weed on January 1, 2008. 25% of the award will vest on

- (1) January 1, 2009 and 6.25% of the award will vest quarterly thereafter until fully vested after 12 quarters on January 1, 2012. Vesting will accelerate on change of control and death or disability.
- (2) This exercise and sale of options to acquire 280 shares of common stock for an aggregate purchase price of \$0.07, or \$0.00026 per share was implemented pursuant to Mr. Weed's structured sale plan (10b5-1 plan).
- (3) A portion of these securities 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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