COGENT COMMUNICATIONS GROUP INC
Form 4
November 16, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
WEINGARTEN TIM

(Last) (First) (Middle)

435 TASSO STREET, SUITE 120

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (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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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 Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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 direclty 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 direclty 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 direclty 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 direclty 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 direclty 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 direclty 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 direclty 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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