

COGENT COMMUNICATIONS GROUP INC
 Form 4
 December 18, 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 *
 Harrison R Reed

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)
 12/15/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President & COO

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
common stock	12/15/2006 ⁽¹⁾		M		4,000 A \$ 6	14,000	D
common stock	12/15/2006 ⁽¹⁾		S		200 D \$ 15.52	13,800	D
common stock	12/15/2006 ⁽¹⁾		S		600 D \$ 15.53	13,200	D
common stock	12/15/2006 ⁽¹⁾		S		200 D \$ 15.54	13,000	D
common stock	12/15/2006 ⁽¹⁾		S		300 D \$ 15.55	12,700	D

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common stock	12/15/2006 ⁽¹⁾	S	38	D	\$ 15.58	12,662	D
common stock	12/15/2006 ⁽¹⁾	S	281	D	\$ 15.59	12,381	D
common stock	12/15/2006 ⁽¹⁾	S	81	D	\$ 15.6	12,300	D
common stock	12/15/2006 ⁽¹⁾	S	200	D	\$ 15.61	12,100	D
common stock	12/15/2006 ⁽¹⁾	S	100	D	\$ 15.62	12,000	D
common stock	12/15/2006 ⁽¹⁾	S	52	D	\$ 15.63	11,948	D
common stock	12/15/2005 ⁽¹⁾	S	797	D	\$ 15.64	11,151	D
common stock	12/15/2006 ⁽¹⁾	S	3	D	\$ 15.65	11,148	D
common stock	12/15/2006 ⁽¹⁾	S	100	D	\$ 15.66	11,048	D
common stock	12/15/2006 ⁽¹⁾	S	300	D	\$ 15.67	10,748	D
common stock	12/15/2006 ⁽¹⁾	S	200	D	\$ 15.68	10,548	D
common stock	12/15/2006 ⁽¹⁾	S	48	D	\$ 15.69	10,500	D
common stock	12/15/2006 ⁽¹⁾	S	200	D	\$ 15.76	10,300	D
common stock	12/15/2006 ⁽¹⁾	S	100	D	\$ 15.77	10,200	D
common stock	12/15/2006 ⁽¹⁾	S	200	D	\$ 15.8	10,000 ⁽²⁾	D

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.

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(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I
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Derivative Security			Code	V	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Option to purchase common stock	\$ 6	12/15/2006 ⁽¹⁾	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 1015 31ST ST. NW WASHINGTON, DC 20007			President & COO	

Signatures

R. Reed
Harrison, III
Date: 12/18/2006

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) 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) adopted on December 8, 2005.
- (2) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.