

COGENT COMMUNICATIONS GROUP INC

Form 4

October 28, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ONEILL TIMOTHY G**

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 Field Engineering**

**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 Indirect Beneficial Ownership (Instr. 4)
common stock			Code	V Amount (D) Price	23,962 <sup>(1)</sup>	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  
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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	\$ 0					06/01/2005 09/08/2014	common stock	13,462
Option to purchase common stock	\$ 4.88 <sup>(3)</sup>	10/26/2005		A	10,000 <sup>(3)</sup>	10/26/2005 <sup>(2)</sup> 10/26/2015	common stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
ONEILL TIMOTHY G 1015 31ST ST., NW WASHINGTON, DC 20007	Director 10% Owner Officer Other VP Field Engineering

## Signatures

Timothy O'Neill 10/28/2005  
 \*\*Signature of Date  
 Reporting Person

## 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 23,962 shares owned by Mr. O'Neill as previously reported on various forms 4. Of this total 18,972 shares are vested and the remainder will vest by August 1, 2006. All share amounts reflect the 1-for-20 reverse stock split effected by the Company on March 23, 2005.

(2) The options to acquire 13,462 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 350 shares of Series H preferred stock granted to Mr. O'Neill in 2003. Mr. O'Neill 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. O'Neill 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 13,462 and 10,000 shares of common stock owned by Mr. O'Neill.

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.