#### ONEILL TIMOTHY G

Form 4

January 12, 2012

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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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

See Instruction 1(b).

(Print or Type Responses)

	Address of Reporting Perso IMOTHY G	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) 1015 31ST	(First) (Middle ST., NW		Director 10% Owner _X Officer (give title Other (specify below)  VP Field Engineering			
WASHING (City)	(Street) GTON, DC 20007 (State) (Zip)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
1.Title of Security (Instr. 3)	any (Mo	Deemed 3. 4. Securities Acquired cution Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) or (A) or Code V Amount (D) Price	Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
stock	01/11/2012 <u>(1)</u>	S 2,000 D $^{\circ}$ 17.16	$\frac{45,152}{0}$ 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.

SEC 1474

(9-02)

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

#### Edgar Filing: ONEILL TIMOTHY G - Form 4

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title a		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amount of Underlying Securities (Instr. 3 and 4	ing es	Derivative Security (Instr. 5)	Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title N of	umber		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ONEILL TIMOTHY G 1015 31ST ST., NW WASHINGTON, DC 20007

**VP Field Engineering** 

### **Signatures**

Timothy G. 01/12/2012 O'Neill

\*\*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) The sale of shares of common stock reported here was implemented pursuant to Mr. O'Neill's structured sale plan (10b5-1 plan).
- (2) 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. 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.

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