

Hsieh Ming
Form 5
February 13, 2007

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
Hsieh Ming			Cogent, Inc. [COGT]		(Check all applicable)	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	
209 FAIR OAKS AVENUE			12/31/2006		<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		President, CEO & Chairman	
SOUTH PASADENA, CA 91030					6. Individual or Joint/Group Reporting (check applicable line)	
(City)	(State)	(Zip)			<input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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)	Amount (A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/10/2006	Â	G ⁽¹⁾	980,046 D	\$ 0	49,904,919	D	Â	
Common Stock	05/10/2006	Â	G ⁽²⁾	980,046 D	\$ 0	48,924,873	D	Â	
Common Stock	05/11/2006	Â	G ⁽¹⁾	980,390 D	\$ 0	47,944,483	D	Â	
Common Stock	05/11/2006	Â	G ⁽²⁾	980,390 D	\$ 0	46,964,093	D	Â	
	12/01/2006	Â	G ⁽³⁾	65,000 D	\$ 0	46,899,093	D	Â	

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Common
Stock

Common Stock	05/10/2006	Â	<u>G⁽¹⁾</u>	980,046	A	\$ 0	980,046	I	Ming Hsieh & Fang Liu Hsieh TTEES Tiffany Hsieh Irrev. Trust
Common Stock	05/10/2006	Â	<u>G⁽²⁾</u>	980,046	A	\$ 0	980,046	I	Ming Hsieh & Fang Liu Hsieh TTEES Pauline Hsieh Irrev. Trust
Common Stock	05/11/2006	Â	<u>G⁽¹⁾</u>	980,390	A	\$ 0	1,960,436	I	Ming Hsieh & Fang Liu Hsieh TTEES Tiffany Hsieh Irrev. Trust
Common Stock	05/11/2006	Â	<u>G⁽²⁾</u>	980,390	A	\$ 0	1,960,436	I	Ming Hsieh & Fang Liu Hsieh TTEES Pauline Hsieh Irrev. Trust

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. of
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	(Instr. 5)
(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hsieh Ming 209 FAIR OAKS AVENUE SOUTH PASADENA, CA 91030	X	X	President, CEO & Chairman	

Signatures

Ming Hsieh 02/13/2007
 **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) Consists of a gift to the Tiffany Hsieh Irrev. Trust.
- (2) Consists of a gift to the Pauline Hsieh Irrev. Trust.
- (3) Consists of a gift to the Hsieh Family Foundation.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.