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COGENT COMMUNICATIONS GROUP INC

Form 4

February 01, 2007

FORM 4

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

OMB Number:

3235-0287 January 31,

Check this box if no longer

subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average

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Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(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) 1015 31ST ST	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2007	Director 10% Owner _X Officer (give title Other (specify below) President & COO		
	(Street)		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		
WASHINGTO	ON, DC 200	07		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivativ	e Secu	ırities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		sed of 4 and (A) or	` ′	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	02/01/2007(1)		M	4,000	A	\$ 6	14,000 (2)	D	
common stock	02/01/2007(1)		S	4,000	D	\$ 21.0773	10,000 (2)	D	

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 proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and of Underlyi Securities (Instr. 3 and	ng
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase common stock	\$ 6	02/01/2007(1)		M	4,000	07/14/2004	07/14/2014	common stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Harrison R Reed 1015 31ST ST. NW WASHINGTON, DC 20007

President & COO

Signatures

R. Reed Harrison, III

**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 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 in 2006.
- (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.

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