Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form 4

COGENT COMMUNICATIONS GROUP INC

Form 4

February 16, 2005

FO	R	M	4
----	---	---	---

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHAEFFER DAVE			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			COGENT COMMUNICATIONS GROUP INC [COI]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% Owner _X_ Officer (give title Other (specify		
1015 31ST ST., NW			02/15/2005	below) below) Chairman & CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
WASHINGT	ON, DC 20	007		_X_ 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. Transactic Code (Instr. 8)	4. Securities Acord Disposed of (Instr. 3, 4 and Amount	(D)	d (A)	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	02/15/2005(1)		C(1)	29,077,692 (1)	A	(1)	29,373,116 (2)	D		
common stock	02/15/2005(3)		C(3)	3,923,409 (3)	A	\$0	33,296,525 (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.

SEC 1474

(9-02)

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form 4

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	TransactionSecurities Acquired (A) Code or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Titl Under (Instr.
	Security						Date Exercisable	Expiration Date	Title
Series H				Code V	(A)	(D)			
Convertible Preferred Stock (1)	\$ 0	02/15/2005(1)		C(1)		37,801 (1)	10/10/2003(1)	<u>(1)</u>	com Stoc
Series G Participating Convertible Preferred Stock (3)	\$ 0	02/15/2005(3)		C(3)		200 (3)	07/31/2003(3)	(3)	com
Option to purchase Series H Convertible Preferred Stock (4)	\$ 0	02/15/2005(4)		C(4)		15,000 (4)	11/01/2006 <u>(4)</u>	09/08/2014	com
Option to purchase common stock (4)	\$ 0	02/15/2005(4)		C(4)	11,538,461 (4)		11/01/2006(4)	09/08/2014	com

Reporting Owners

Reporting Owner Name / Address	Relationships							
Fg	Director	10% Owner	Officer	Other				
SCHAEFFER DAVE 1015 31ST ST., NW WASHINGTON, DC 20007	X		Chairman & CEO					

Signatures

David Schaeffer 02/15/2005

**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).

Reporting Owners 2

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form 4

- On February 15, 2005 Mr. Schaeffer's 37,801 shares of Series H Convertible Preferred Stock were converted by action of the stockholders into 29,077,692 shares of common stock at a rate of 769.2307692 shares of common for each share of Series H Preferred Stock. The common stock is subject to the same vesting provisions applicable to the original Series H Preferred Stock.
- (2) This amount includes 135,000 shares that are held by Mr. Schaeffer's Descendant's Trust, as reported on his Form 3. Mr. Schaeffer disclaims beneficial ownership of such shares.
- (3) On February 15, 2005 Mr. Schaeffer's 200 shares of Series G Convertible Preferred Stock were converted by action of the stockholders into 3,923,409 shares of common stock at a rate of 19,617.04392 shares of common for each share of Series G Preferred Stock.
 - On February 15, 2005 Mr. Schaeffer's option to acquire 15,000 shares of Series H Convertible Preferred Stock was converted by action of the stockholders into an option to acquire 11,538,461 shares of common stock at a rate of 769.2307692 shares of common stock for each
- (4) shares of Series H Preferred Stock. The common stock is subject to the same vesting provisions applicable to the original option to acquire Series H Preferred Stock: 100% of the option will vest on November 1, 2006; vesting will accelerate under certain circumstances and is exercisable for a period of 10 years from date of grant on September 8, 2004.

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.