

COGENT COMMUNICATIONS GROUP INC
 Form 4
 March 22, 2007

FORM 4

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SCHLEIFER MARK A

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) (First) (Middle)
 1015 31ST ST., NW
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/20/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP of IP Engineering

WASHINGTON, DC 20007

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

(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. 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
common stock	03/20/2007 ⁽¹⁾		M		600	A	\$ 0
							10,600 ⁽³⁾
common stock	03/20/2007 ⁽²⁾		M		3,750	A	\$ 4.88
							14,350 ⁽³⁾
common stock	03/20/2007 ⁽¹⁾		S		600	D	\$ 23.28
							13,750 ⁽³⁾
common stock	03/20/2007 ⁽²⁾		S		3,750	D	\$ 23.8
							10,000 ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 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)	8. Amount or Number of Shares
Option to purchase common stock	\$ 0	03/20/2007 ⁽¹⁾		M	600	06/01/2005 09/08/2014	common stock	600
Option to purchase common stock	\$ 4.88	03/20/2007 ⁽²⁾		M	3,750	10/26/2005 10/26/2015	common stock	3,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHLEIFER MARK A 1015 31ST ST., NW WASHINGTON, DC 20007			VP of IP Engineering	

Signatures

Mark Schleifer 03/21/2007

**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).

(1) This exercise of options to acquire 600 shares of common stock at an aggregate purchase price of \$0.16, or \$0.00026 per share, and the sale of 600 shares of common stock was implemented pursuant to Mr. Schleifer's structured sale plan (10b5-1 plan) adopted on December 13, 2005.

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- (2) This is an exercise and sale of options to acquire 3,750 shares of common stock for a purchase price of \$4.88 per share, or an aggregate purchase price of \$18,300.00.
- (3) A portion of these securities owned by Mr. Schleifer 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.

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