

OAK IX AFFILIATES FUND A LP
 Form 4
 February 02, 2006

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 *
 GLASSMEYER EDWARD F

2. Issuer Name and Ticker or Trading Symbol
 COGENT COMMUNICATIONS GROUP INC [COI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O OAK INVESTMENT PARTNERS, ONE GORHAM ISLAND

(Street)

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

WESTPORT, CT 06880

(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	01/31/2006		A	3,750 (1)	A 3,750 (2)	I	See Note (2)
Common Stock					4,581,346	I	See Note (3)
Common Stock					49,499	I	See Note (4)
Common Stock					109,146	I	See Note (5)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLASSMEYER EDWARD F C/O OAK INVESTMENT PARTNERS ONE GORHAM ISLAND WESTPORT, CT 06880	X	X		
OAK MANAGEMENT CORP ONE GORHAM ISLAND WESTPORT, CT 06880		X		
OAK INVESTMENT PARTNERS IX L P ONE GORHAM ISLAND WESTPORT, CT 06880		X		
OAK IX AFFILIATES FUND LP ONE GORHAM ISLAND WESTPORT, CT 06880		X		
OAK IX AFFILIATES FUND A LP ONE GORHAM ISLAND WESTPORT, CT 06880		X		

Signatures

Edward F. Glassmeyer	02/02/2006
**Signature of Reporting Person	Date
Edward F. Glassmeyer, President of Oak Management Corporation	02/02/2006
**Signature of Reporting Person	Date
Edward F. Glassmeyer, Managing Member of Oak Associates IX, L.L.C., the General Partner of Oak Investment Partners IX, L.P.	02/02/2006
**Signature of Reporting Person	Date
Edward F. Glassmeyer, Managing Member of Oak IX Affiliates, L.L.C., the General Partner of Oak IX Affiliates Fund, L.P.	02/02/2006
**Signature of Reporting Person	Date
Edward F. Glassmeyer, Managing Member of Oak IX Affiliates, L.L.C., the General Partner of Oak IX Affiliates Fund - A, L.P.	02/02/2006
**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) Grant made for the benefit of non-management directors of Cogent Communications Group, Inc. for services through December 31, 2005 granted on January 31, 2006. This grant was approved by the Board of Directors on October 26, 2005 and was reported on a Form 8-K filed with the Securities and Exchange Commission on October 27, 2005
 - (2) Represents shares directly owned by Oak Management Corporation ("OMC")
 - (3) Represents shares directly owned by Oak Investment Partners IX, Limited Partnership ("Oak IX, L.P.")
 - (4) Represents shares directly owned by Oak Affiliates Fund, Limited Partnership ("Oak IX Affiliates, L.P.")
 - (5) Represents shares directly owned by Oak Affiliates Fund - A, Limited Partnership ("Oak IX Affiliates - A, L.P.")

Remarks:

Remarks:

Mr. Glassmeyer is President of Oak Management Corporation, a Managing Member of Oak Associates IX, L.L.C., the General

Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the

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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