

COGENT COMMUNICATIONS GROUP INC

Form 4

December 13, 2005

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 *
BEURY ROBERT N JR

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)
1015 31ST ST., NW
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
12/13/2005

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Chief Legal Officer

WASHINGTON, DC 20007

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
common stock	12/13/2005		S	(A) or (D) D	Amount 5,000 (1) Price \$ 5.45	13,962 (2)	D

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

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 information contained in this form are not
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SEC 1474
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)**

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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. De Se (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to purchase common stock	\$ 0					06/01/2005	09/08/2014	common stock	9,462 (3)	
Option to purchase common stock	\$ 0					06/01/2005	09/08/2014	common stock	4,000 (4)	
Option to purchase common stock	\$ 4.88 (5)					10/26/2005(5)	10/26/2015	common stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BEURY ROBERT N JR 1015 31ST ST., NW WASHINGTON, DC 20007	Chief Legal Officer

Signatures

Robet N. Beury,
Jr. 12/13/2005

__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).

(1) This sale is a 10b5-1 program sale and the 5,000 shares sold are owned by Mr. Beury's minor child.

(2)

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This amount includes 13,962 shares owned by Mr. Beury as previously reported on various forms 4. This total includes 5,000 shares owned by Mr. Beury's minor children. Of this total 9,471 shares are vested and the remainder will vest by August 1, 2006. All share amounts reflect the 1-for-20 reverse stock split effected by the Company on March 23, 2005.

- (3) The options to acquire 9,462 shares of common stock reflect the forced conversion into common stock effected in February, 2005 and a 1-for-20 reverse stock split effected on March 23, 2005 concerning an option to acquire 246 shares Series H preferred stock granted in 2003 and previously reported by Mr. Beury on a form 4.

- (4) The options to acquire 4,000 shares of common stock reflect the forced conversion into common stock effected in February, 2005 and a 1-for-20 reverse stock split effected on March 23, 2005 concerning an option to acquire 104 shares Series H preferred stock granted to Mr. Beury in 2003 subsequently gifted to his minor children. Mr. Beury has previously reported this amount on a form 4.

- (5) On October 26, 2005 the Board of Directors of the Company approved a grant to Mr. Beury of options to purchase 10,000 shares of common stock at a purchase price of \$4.88 per share. Options vest quarterly over 4 years in increments of 625 shares. Options are exercisable for a period of 10 years from date of grant.

- (6) Reflects options to purchase 9,462 and 10,000 shares of common stock owned by Mr. Beury and the options to acquire 4,000 shares of common stock gifted to his minor children.

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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