Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form 4/A

COGENT COMMUNICATIONS GROUP INC

Form 4/A

September 14, 2006

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

OMB Number: 3235-0287

Estimated average

Expires:

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

January 31, 2005

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... 0.5

OMB APPROVAL

See Instruction

1(b).

common

stock

09/12/2006

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and A	Address of Reporting ER DAVE	Symbol COGE	uer Name and Ticker or Trading I ENT COMMUNICATIONS UP INC [CCOI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 1015 31ST	, , ,		of Earliest Transaction n/Day/Year) /2006	_X Director 10% Owner _X Officer (give title Other (specify below) Chairman & CEO			
WASHING (City)	(Street) FTON, DC 20007 (State)	Filed(Mo 09/14/2		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	141	3. 4. Securities Acquired f Transaction(A) or Disposed of (D Code (Instr. 3, 4 and 5)	Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
stock	09/01/2006 <u>(1)</u>		$J_{(1)}^{(1)} V 392_{(1)}^{(1)} A $ ($	0 1,115,410 <u>(2)</u> D			

240,000

(4)

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

A

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)

 $1,355,410^{(2)}$ D

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
						Date	Expiration	Title N	ı Iumber		
						Exercisable Date	Date	01			
				Code V	(A) (D)				hares		

Reporting Owners

Reporting Owner Name / Address	Keiationsinps				
	Director	10% Owner	Officer	Other	
SCHAEFFER DAVE					

1015 31ST ST., NW

X Chairman & CEO

WASHINGTON, DC 20007

Signatures

David Schaeffer 09/14/2006 **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).
- In September, 2006 Mr. Schaeffer received distributions of 131 and 261 shares of common stock reflecting a portion of a limited (1) partnership interests in certain venture capital funds that were distributing the investment to its partners. The distribution is reported herein instead of waiting until Mr. Schaeffer's next Form 5 is filed.
- A portion of these securities is not vested or is subject to forfeiture under certain circumstances. This amount includes 6,750 shares that **(2)** are held by Mr. Schaeffer's Descendant's Trust. Mr. Schaeffer disclaims beneficial ownership of such shares.
- On September 12, 2006 the Board of Directors of the Company made a grant of 240,000 shares of stock to Mr. Schaeffer, which grant (3)shall vest at a rate of 10,000 shares per month commencing on January 1, 2007.
- This amendment is filed to correct a clerical error in the Form 4 filed on September 14, 2006. The form showed a price for the stock when the award was actually a grant of restricted stock.

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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