

COGENT COMMUNICATIONS GROUP INC
 Form 4
 December 10, 2004

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 *
WEI JAMES

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)
C/O WORLDVIEW TECHNOLOGY PARTNERS, 435 TASSO ST., SUITE 120
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/26/2004

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

PALO ALTO, CA 94301
 (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
 ___X___ 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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series M Participating Convertible Preferred Stock	<u>(1)</u>	10/26/2004		<u>J(2)</u>		85		<u>(3)</u>	<u>(4)</u>	Common Stock	2,634,842
Series M Participating Convertible Preferred Stock	<u>(1)</u>	10/26/2004		<u>J(2)</u>		14		<u>(3)</u>	<u>(4)</u>	Common Stock	433,974
Series M Participating Convertible Preferred Stock	<u>(1)</u>	10/26/2004		<u>J(2)</u>		1		<u>(3)</u>	<u>(4)</u>	Common Stock	30,998
Series M Participating Convertible Preferred Stock	<u>(1)</u>	10/26/2004		<u>J(2)</u>		100		<u>(3)</u>	<u>(4)</u>	Common Stock	3,099,814
Series M Participating Convertible Preferred Stock	<u>(1)</u>	10/26/2004		<u>J(2)</u>		100		<u>(3)</u>	<u>(4)</u>	Common Stock	3,099,814
Series M Participating Convertible Preferred Stock	<u>(1)</u>	10/26/2004		<u>J(2)</u>		100		<u>(3)</u>	<u>(4)</u>	Common Stock	3,099,814
Series M Participating Convertible Preferred Stock	<u>(1)</u>	10/26/2004		<u>J(2)</u>		100		<u>(3)</u>	<u>(4)</u>	Common Stock	3,099,814

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- (3) The Series M Participating Convertible Preferred Stock is convertible at the earlier of January 31, 2005 and the date on which the Issuer files an amendment to its Certificate of Incorporation pursuant to the Certificate of Designations of its Series M Participating Convertible Preferred Stock.
- (4) The conversion feature continues indefinitely.
- (5) Shares are owned directly by Worldview Technology Partners IV, L.P.
- (6) Shares are owned directly by Worldview Technology International IV, L.P.
- (7) Shares are owned directly by Worldview Strategic Partners IV, L.P.
- (8) Worldview Capital IV, L.P., which serves as the general partner to Worldview Technology Partners IV, L.P., Worldview Technology International IV, L.P. and Worldview Strategic Partners IV, L.P., may be deemed to be an indirect beneficial owner of the reported shares but such entities, but disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any indirect pecuniary interest therein.
- (9) Worldview Equity I, L.L.C., which serves as the general partner to Worldview Capital IV, L.P., may be deemed to be an indirect beneficial owner of the reported shares of such entity but disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any indirect pecuniary interest therein.
- (10) James Wei, the Designated Filer, is a managing member of Worldview Equity I, L.L.C., and may be deemed to be the indirect beneficial owner of the reported shares but disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any indirect pecuniary interest therein.
- (11) Tim Weingarten is a director of the issuer and has certain voting rights in Worldview Equity I, L.L.C., and may be deemed to be an indirect beneficial owner of the reported shares but disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any indirect pecuniary interest therein.

Remarks:

James Wei, the Designated Filer, is a Managing Member of Worldview Equity I, L.L.C., which is the general partner of Worldview Equity I, L.L.C.

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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