

COGENT COMMUNICATIONS GROUP INC
 Form 4
 February 16, 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 *
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)
02/15/2005

____ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/15/2005		C		33,879,063	A	(6) 35,173,362
Common Stock	02/15/2005		C		8,350,270	A	(6) 8,669,304
Common Stock	02/15/2005		C		748,645	A	(6) 777,324
Common Stock	02/15/2005		C		1,900,406	A	(6) 1,932,131

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A)	Disposed of (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series G Participating Convertible Preferred Stock	<u>(1)</u>	02/15/2005		C	5,883		<u>(1)</u>	<u>(1)</u>	Common Stock	33,879,06
Series G Participating Convertible Preferred Stock	<u>(1)</u>	02/15/2005		C	1,450		<u>(1)</u>	<u>(1)</u>	Common Stock	8,350,27
Series G Participating Convertible Preferred Stock	<u>(1)</u>	02/15/2005		C	130		<u>(1)</u>	<u>(1)</u>	Common Stock	748,645
Series G Participating Convertible Preferred Stock	<u>(1)</u>	02/15/2005		C	330		<u>(1)</u>	<u>(1)</u>	Common Stock	1,900,40

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEI JAMES C/O WORLDVIEW TECHNOLOGY PARTNERS				X

435 TASSO ST., SUITE 120
PALO ALTO, CA 94301

WEINGARTEN TIM
435 TASSO STREET
SUITE 120
PALO ALTO, CA 94301

Director and 10% Owner

WORLDVIEW TECHNOLOGY PARTNERS III LP
435 TASSO ST., STE. 120
PALO ALTO, CA 94301

X

Signatures

James Wei		02/15/2005
	__Signature of Reporting Person	Date
Tim Weingarten		02/15/2005
	__Signature of Reporting Person	Date
Worldview Technology Partners III, L.P., by Worldview Capital III, L.P., its general partner, by Worldview Equity I, L.L.C., by James Wei, a Managing Member		02/15/2005
	__Signature of Reporting Person	Date
Worldview Technology International III, L.P., by Worldview Capital III, L.P., its general partner, by Worldview Equity I, L.L.C., by James Wei, a Managing Member		02/15/2005
	__Signature of Reporting Person	Date
Worldview Strategic Partners III, L.P., by Worldview Capital III, L.P., its general partner, by Worldview Equity I, L.L.C., by James Wei, a Managing Member		02/15/2005
	__Signature of Reporting Person	Date
Worldview Equity I, L.L.C., by James Wei, a Managing Member		02/15/2005
	__Signature of Reporting Person	Date
Worldview Capital III, L.P., by Worldview Equity I, L.L.C., by James Wei, a Managing Member		02/15/2005
	__Signature of Reporting Person	Date
Worldview III Carrier Fund, L.P., by Worldview Capital III, L.P., its general partner, by Worldview Equity I, L.L.C., by James Wei, a Managing Member		02/15/2005
	__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) Series G Convertible Preferred Stock converted into the number of shares of Common Stock indicated in column 7.
Shares are directly owned by Worldview Technology Partners III, L.P. James Wei, the Designated Filer, is a managing member of Worldview Equity I, L.L.C., and Tim Weingarten, a director of the issuer, has certain voting rights in Worldview Equity I, L.L.C.,
- (2) which is the general partner of Worldview Capital III, L.P.(the general partner of Worldview Technology Partners III, L.P.). Wei and Weingarten may be deemed to be indirect beneficial owners of the reported shares but each disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any pecuniary interest therein
- (3) Shares are directly owned by Worldview Technology International III, L.P. James Wei, the Designated Filer, is a managing member of Worldview Equity I, L.L.C., and Tim Weingarten, a director of the issuer, has certain voting rights in Worldview Equity I, L.L.C., which is the general partner of Worldview Capital III, L.P.(the general partner of Worldview Technology International III, L.P.). Wei

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and Weingarten may be deemed to be indirect beneficial owners of the reported shares but each disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any pecuniary interest therein.

- (4) Shares are directly owned by Worldview Strategic Partners III, L.P. James Wei, the Designated Filer, is a managing member of Worldview Equity I, L.L.C., and Tim Weingarten, a director of the issuer, has certain voting rights in Worldview Equity I, L.L.C., which is the general partner of Worldview Capital III, L.P.(the general partner of Worldview Strategic Partners III, L.P.). Wei and Weingarten may be deemed to be indirect beneficial owners of the reported shares but each disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any pecuniary interest therein.

- (5) Shares are directly owned by Worldview III Carrier Fund, L.P. James Wei, the Designated Filer, is a managing member of Worldview Equity I, L.L.C., and Tim Weingarten, a director of the issuer, has certain voting rights in Worldview Equity I, L.L.C., which is the general partner of Worldview Capital III, L.P.(the general partner of Worldview III Carrier Fund, L.P.). Wei and Weingarten may be deemed to be indirect beneficial owners of the reported shares but each disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any pecuniary interest therein.

- (6) Converted into Common Stock pursuant to the Conversion and Lock-Up Letter Agreement.

Remarks:

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

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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