

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)
 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
 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		18,796,524	A	(8) 19,345,055
Common Stock	02/15/2005		C		3,059,505	A	(8) 3,148,620
Common Stock	02/15/2005		C		155,458	A	(8) 159,506

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

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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 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 G Participating Convertible Preferred Stock	(1)	02/15/2005		C	1,887	(1)	(1)	Common Stock	10,866,8
Series G Participating Convertible Preferred Stock	(1)	02/15/2005		C	306	(1)	(1)	Common Stock	1,762,1
Series G Participating Convertible Preferred Stock	(1)	02/15/2005		C	14	(1)	(1)	Common Stock	80,623
Series I Participating Convertible Preferred Stock	(5)	02/15/2005		C	212.94	(5)	(5)	Common Stock	1,320,1
Series I Participating Convertible Preferred Stock	(5)	02/15/2005		C	35.1	(5)	(5)	Common Stock	217,60
Series I Participating Convertible Preferred Stock	(5)	02/15/2005		C	2.34	(5)	(5)	Common Stock	14,507
	(6)	02/15/2005		C	128	(6)	(6)		3,974,6

Series J Participating Convertible Preferred Stock								Common Stock	
Series J Participating Convertible Preferred Stock	(6)	02/15/2005	C	21	(6)	(6)		Common Stock	645,72
Series J Participating Convertible Preferred Stock	(6)	02/15/2005	C	1	(6)	(6)		Common Stock	29,330
Series M Participating Convertible Preferred Stock	(7)	02/15/2005	C	85	(7)	(7)		Common Stock	2,634,8
Series M Participating Convertible Preferred Stock	(7)	02/15/2005	C	14	(7)	(7)		Common Stock	433,97
Series M Participating Convertible Preferred Stock	(7)	02/15/2005	C	1	(7)	(7)		Common Stock	30,998

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEI JAMES C/O WORLDVIEW TECHNOLOGY PARTNERS 435 TASSO ST., SUITE 120 PALO ALTO, CA 94301		X		
WEINGARTEN TIM 435 TASSO STREET SUITE 120 PALO ALTO, CA 94301				Director and 10% Owner
WORLDVIEW TECHNOLOGY PARTNERS IV LP 435 TASSO ST., STE. 120		X		

Remarks:

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

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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