

OAK IX AFFILIATES FUND A LP
 Form 4
 June 08, 2006

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 *
 GLASSMEYER EDWARD F

2. Issuer Name and Ticker or Trading Symbol
 COGENT COMMUNICATIONS GROUP INC [CCOI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 06/07/2006

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

C/O OAK INVESTMENT PARTNERS, ONE GORHAM ISLAND

(Street)

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

WESTPORT, CT 06880

(City) (State) (Zip)

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 | 06/07/2006 | | S | 869,877 D | \$ 8.5275 3,711,469 | I | See Note (1) |
| Common Stock | 06/07/2006 | | S | 9,399 D | \$ 8.5275 40,100 | I | See Note (2) |
| Common Stock | 06/07/2006 | | S | 20,724 D | \$ 8.5275 88,422 | I | See Note (3) |
| Common Stock | | | | | 3,750 (4) | I | See Note (4) |

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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 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GLASSMEYER EDWARD F C/O OAK INVESTMENT PARTNERS ONE GORHAM ISLAND WESTPORT, CT 06880 | X | X | | |
| OAK MANAGEMENT CORP ONE GORHAM ISLAND WESTPORT, CT 06880 | | X | | |
| OAK INVESTMENT PARTNERS IX L P ONE GORHAM ISLAND WESTPORT, CT 06880 | | X | | |
| OAK IX AFFILIATES FUND LP ONE GORHAM ISLAND WESTPORT, CT 06880 | | X | | |
| OAK IX AFFILIATES FUND A LP ONE GORHAM ISLAND WESTPORT, CT 06880 | | X | | |

Signatures

| | |
|---|------------|
| Edward F. Glassmeyer | 06/08/2006 |
| __Signature of Reporting Person | Date |
| Edward F. Glassmeyer, Managing Member of Oak Associates IX, L.L.C., the General Partner of Oak Investment Partners IX, L.P. | 06/08/2006 |
| __Signature of Reporting Person | Date |
| Edward F. Glassmeyer, Managing Member of Oak IX Affiliates, L.L.C., the General Partner of Oak IX Affiliates Fund, L.P. | 06/08/2006 |
| __Signature of Reporting Person | Date |
| Edward F. Glassmeyer, Managing Member of Oak IX Affiliates, L.L.C., the General Partner of Oak IX Affiliates Fund - A, L.P. | 06/08/2006 |
| __Signature of Reporting Person | Date |
| Edward F. Glassmeyer, President of Oak Management Corporation | 06/08/2006 |
| __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) Represents shares directly owned by Oak Investment Partners IX, Limited Partnership ("Oak IX, L.P.")
- (2) Represents shares directly owned by Oak Affiliates Fund, Limited Partnership ("Oak IX Affiliates, L.P.")
- (3) Represents shares directly owned by Oak Affiliates Fund - A, Limited Partnership ("Oak IX Affiliates - A, L.P.")
- (4) Represents shares directly owned by Oak Management Corporation ("OMC")

Remarks:

Remarks:

Mr. Glassmeyer is the President of Oak Management Corporation; a Managing Member of Oak Associates IX, L.L.C., the General Partner of Oak Investment Partners IX, L.P., Oak IX Affiliates, L.P., Oak IX Affiliates-A, L.P. and OMC are no longer subject to Section 16 because the Reporting Person is not a beneficial owner.

Oak IX, L.P., Oak IX Affiliates, L.P., Oak IX Affiliates-A, L.P. and OMC are no longer subject to Section 16 because the Reporting Person is not a beneficial owner.

Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of the Reporting Person's ownership of the securities).

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.