

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

OMB Number: 3235-0287  
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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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
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 Reporting Transaction (Instr. 6)
				Code	V	(A)	(D)	Amount or Number of Shares	

## 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.

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