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COGENT COMMUNICATIONS GROUP INC

Form 4

November 14, 2006

FORM	Л Д								OMB APPROVAL		
1 01111	STATES S	SECURITIES AND EXCHANGE C Washington, D.C. 20549					OMMISSION	OMB Number:	3235-0287		
Check to if no lor subject	nger STATEN	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							Expires:	January 31, 2005	
Section Form 4 Form 5 obligati may con See Inst 1(b).	or Filed pur Section 17(Estimated average burden hours per response 0.5		
(Print or Type	Responses)										
PETERSON KENNETH D JR Sym COO				NT COM	I Ticker or T]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O COLU CORPORA PLAZA DI	Middle) 3 (ES 1	GROUP INC [COI] 3. Date of Earliest Transaction (Month/Day/Year) 11/14/2006					_X_ Director10% OwnerOfficer (give title below) Other (specify below)				
	(Street) 4. If Ame Filed(Mor				ate Original		-	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative S	ecurit	ies Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution I any	ecution Date, if		3. 4. Securities Transaction Disposed Code (Instr. 3, 4 a (Instr. 8) Code V Amount			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								3,750 (1)	D		
Common Stock	11/14/2006			S	950,000	D	\$ 14.64	1,938,965 (2)	I	See Footnote 3 below.	
Reminder: Re	port on a separate line	for each clas	ss of secu	rities benef	ficially owne	ed dire	ctly or in	directly.			

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SEC 1474 (9-02)

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displays a currently valid OMB control

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date				
				C-J- V	(A) (D)			of			
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PETERSON KENNETH D JR C/O COLUMBIA VENTURES CORPORATION 203 SE PARK PLAZA DRIVE, SUITE 270 VANCOUVER, WA 98684

X

Signatures

Kenneth D. Peterson, Jr. 11/14/2006

**Signature of Reporting Date
Person

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 held directly by Mr. Peterson.
- (2) Represents shares held by Columbia Ventures Corporation. Mr. Peterson is the Chief Executive Officer and sole shareholder of Columbia Ventures Corporation.
- On November 14, 2006, Columbia Ventures Corporation sold 950,00 shares of common stock pursuant to an underwritten transaction as part of a registered public offering of securities, Registration Statement number 333-133200.

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.

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