

COGENT COMMUNICATIONS GROUP INC

Form 4

February 17, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PETERSON KENNETH D JR

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2005

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

C/O COLUMBIA VENTURES
CORPORATION, 203 SE PARK
PLAZA DRIVE, SUITE 270

(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

VANCOUVER, WA 98684

(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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/15/2005		C ⁽¹⁾		61,996,280 ⁽¹⁾	A	11	61,996,280	I	See footnote 2 below. ⁽²⁾

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

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SEC 1474
(9-02)

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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 M Participating Convertible Preferred Stock	<u>(1)</u>	02/15/2005		<u>C</u> ⁽¹⁾	2,000	<u>(3)</u> <u>(4)</u>	Common Stock 61,996,280

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. 02/17/2005

 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) On February 15, 2005, Columbia Ventures' 2,000 shares of Series M Participating Convertible Preferred Stock were converted by action of the stockholders into 61,996,280 shares of common stock at the rate of 30,998.15 shares of common stock for each share of Series M Participating Convertible Preferred Stock. The common stock is subject to the same vesting provisions applicable to the original Series M Participating Convertible Preferred Stock.
- (2) Represents shares held by Columbia Ventures Corporation. Mr. Peterson is the Chief Executive Officer and sole shareholder of Columbia Ventures Corporation.
- (3) The Series M Participating Convertible Preferred Stock was immediately convertible.
- (4) The conversion feature continued indefinitely.

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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