

BROOKS STEVEN D
 Form 4
 February 17, 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 *
 BROOKS STEVEN D

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 BCP CAPITAL MANAGEMENT, ONE MARITIME PLAZA

(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

SAN FRANCISCO, CA 94111

(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	02/15/2005		C	V Amount 5,077,735 A	1 5,180,800	I	see note (2)
common stock	02/15/2005		C	V Amount 36,842,661 A	1 37,588,568	I	see note (3)
common stock	02/15/2005		C	V Amount 541,241 A	1 560,094	I	see note (4)
common stock					1,184	I	see note (5)

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A) Acquired	(D) Disposed of (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series G-11 Convertible Preferred Stock	(6)	02/15/2005		C	657		(8)	(9)	common stock	3,844,010
Series G-11 Convertible Preferred Stock	(6)	02/15/2005		C	4,751		(8)	(9)	common stock	27,797,405
Series G-12 Convertible Preferred Stock	(7)	02/15/2005		C	92		(8)	(9)	common stock	541,241
Series I Convertible Preferred Stock	(10)	02/15/2005		C	19		(8)	(9)	common stock	117,792
Series I Convertible Preferred Stock	(10)	02/15/2005		C	139		(8)	(9)	common stock	861,748
Series J Convertible Preferred Stock	(11)	02/15/2005		C	24		(8)	(9)	common stock	743,955
Series J Convertible Preferred Stock	(11)	02/15/2005		C	176		(8)	(9)	common stock	5,455,672

Series M Convertible Preferred Stock	<u>(12)</u>	02/15/2005	C	12	<u>(8)</u>	<u>(9)</u>	common stock	371,978
Series M Convertible Preferred Stock	<u>(12)</u>	02/15/2005	C	88	<u>(8)</u>	<u>(9)</u>	common stock	2,727,836

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROOKS STEVEN D C/O BCP CAPITAL MANAGEMENT ONE MARITIME PLAZA SAN FRANCISCO, CA 94111	X	X		
BCP CAPITAL QPF, L.P. ONE MARITIME PLAZA #2525 SAN FRANCISCO, CA 94111		X		
BCP CAPITAL, L.P. ONE MARITIME PLAZA #2525 SAN FRANCISCO, CA 94111		X		
BCP AFFILIATES FUND LLC ONE MARITIME PLAZA #2525 SAN FRANCISCO, CA 94111		X		
BCP GENERAL LLC ONE MARITIME PLAZA #2525 SAN FRANCISCO, CA 94111		X		
BROADVIEW BCPSBS FUND LP 1345 AV OF THE AMERICAS 20TH FL NEW YORK, NY 10105		X		
BCI HOLDINGS LP 1345 AV OF THE AMERICAS 20TH FL NEW YORK, NY 10105		X		
BV HOLDINGS LLP 1345 AV OF THE AMERICAS 20TH FL NEW YORK, NY 10105		X		
BACHMANN STEPHEN J C/O BCO CAPITAL MANAGEMENT ONE MARITIME PLAZA SAN FRANCISCO, CA 94111		X		
DENINGER PAUL F C/O NETEGRITY INC		X		

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201 JONES RD
WALTHAM, MA 02451

Signatures

BCP Capital L.P., By: BCP General LLC Its: General Partner By: /s/ Steven D. Brooks Steven D. Brooks Managing Director	02/17/2005
__Signature of Reporting Person	Date
BCP Capital QPF, L.P. By: BCP General LLC Its: General Partner By: /s/Steven D. Brooks Steven D. Brooks Managing Director	02/17/2005
__Signature of Reporting Person	Date
BCP Affiliates Fund LLC By: BCP Capital Management LLC Its: Manager By: /s/ Steven D. Brooks Steven D. Brooks Managing Director	02/17/2005
__Signature of Reporting Person	Date
BCP General LLC By: /s/ Steven D. Brooks Steven D. Brooks Managing Director	02/17/2005
__Signature of Reporting Person	Date
BCI Holdings, L.P. By: BV Holdings LLP Its: General Partner By: /s/ Steven D. Brooks Steven D. Brooks Attorney-in-Fact	02/17/2005
__Signature of Reporting Person	Date
BV Holdings LLP By: /s/ Steven D. Brooks Steven D. Brooks Attorney-in-Fact	02/17/2005
__Signature of Reporting Person	Date
/s/ Steven D. Brooks	02/17/2005
__Signature of Reporting Person	Date
/s/ Steven D. Brooks Stephen J. Bachmann By: Steven D. Brooks Attorney-in-Fact	02/17/2005
__Signature of Reporting Person	Date
/s/ Steven D. Brooks Paul F. Deninger By: Steven D. Brooks Attorney-in-Fact	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).

Represents the number of shares of common stock issued to such Reporting Person upon conversion of the Series G-11 Preferred Stock, Series G-12 Preferred Stock, Series I Preferred Stock, Series J Preferred Stock and Series M Preferred Stock held by such Reporting Person as reported on Table II. The conversion price for the Series G-11 Preferred Stock, Series G-12 Preferred Stock, Series I Preferred Stock, Series J Preferred Stock and Series M Preferred Stock was approximately \$0.1709, \$0.1699, \$0.1613, \$0.1613 and \$0.1613, respectively.
- (2) Represents shares directly owned by BCP Capital, L.P. ("BCP Cap").
- (3) Represents shares directly owned by BCP Capital QPF, L.P. ("BCP QPF").
- (4) Represents shares directly owned by BCP Affiliates Fund LLC ("BCP Affiliates").
- (5) Represents shares directly owned by BCP BCPSBS Fund L.P.
- (6) Each share of Series G-11 Participating convertible Preferred Stock, par value \$0.001 per share, was converted into approximately 5,850.85367 shares of common stock.
- (7) Each share of Series G-12 Participating convertible Preferred Stock, par value \$0.001 per share, was converted into approximately 5,883.06514 shares of common stock.

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- (8) The preferred securities are immediately convertible.
- (9) The conversion feature continues indefinitely.
- (10) Each share of Series I Participating Convertible Preferred Stock, par value \$0.001 per share, was converted into 6,199.628 shares of common stock.
- (11) Each share of Series J Participating Convertible Preferred Stock, par value \$0.001 per share, was converted into 30,998.15 shares of common stock.
- (12) Each share of Series M Participating Convertible Preferred Stock, par value \$0.001 per share, was converted into 30,998.15 shares of common stock.

Remarks:

Steven D. Brooks is a Director of Cogent Communications Group, Inc. Mr. Brooks is a Manager of BCP General LLC ("BCP

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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