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COGENT COMMUNICATIONS HOLDINGS, INC. Form 4 January 04, 2017 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KUMMER RAYMOND B Issuer Symbol COGENT COMMUNICATIONS (Check all applicable) HOLDINGS, INC. [CCOI] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) 2450 N ST NW 01/04/2017 CTO; VP Optical Transport (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting WASHINGTON, DC 20037 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) anv Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Ownership Direct (D) (Instr. 8) Owned Following or Indirect (Instr. 4) Reported (\mathbf{I}) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price common S 01/04/2017(1) S 1,000 D 56,740 (2) D 42.5258 stock

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

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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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Add	ress	Relationships					
	Director	10% Owner	Officer	Other			
KUMMER RAYMOND B 2450 N ST NW WASHINGTON, DC 2003			CTO; VP Optical Transport				
Signatures							
Raymond B. Kummer	01/04/2017						
<u>**Signature of</u>	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) The sale of shares of common stock reported here was implemented pursuant to Dr. Kummer's structured sale plan (10b5-1 plan).
- (2) A portion of these securities is not vested.

Reporting Person

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. /font>Represents the pro rata payment of an increase to director equity compensation for the period from October 1, 2012 to December 31, 2012. The reporting person elected to defer receipt of 63.25 of these shares under the terms of the Omnicom Group Inc. Amended and Restated 2007 Incentive Award Plan.(2)Represents 30% of the pro rata payment of an increase to the director annual retainer for the period from October 1, 2012 to December 31, 2012. The reporting person elected to defer receipt of these shares under the Omnicom Group Inc. Amended and Restated 2007 Incentive Award Plan.(3)Includes dividends on deferred shares that are reinvested in company stock, credited on October 9, 2012.

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