

COGENT COMMUNICATIONS GROUP INC
 Form 3/A
 April 24, 2002

 FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

INITIAL STATEMENT OF 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
 Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Date of Event Re-	4. Issuer Name AND Ticker
SCHAEFFER	DAVID		quiring Statement	COGENT COMMUNICATIONS GRO
			(Month/Day/Year)	-----
(Last)	(First)	(Middle)	03/23/02	5. Relationship of Report
			-----	to Issuer (Check all
			3. IRS or Social Se-	X Director X 10
			curity Number of	-----
1015 31ST STREET, N.W.			Reporting Person	Officer (give Ot
-----			(Voluntary)	X title below) b
(Street)				-----

CHIEF EXECUTIVE OFFICE

WASHINGTON	DC	20007
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(City)	(State)	(Zip)

TABLE I -- NON-DERIVA

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)
COMMON STOCK, PAR VALUE \$.001 PER SHARE	1,225,000	D
COMMON STOCK, PAR VALUE \$.001 PER SHARE	135,000	I
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 * If the form is filed by more than one reporting person, SEE Instruction 5(b)(v).

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM SHOULD PRINT THEIR NAMES AND ADDRESSES AT THE TOP OF THIS FORM TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

FORM 3 (CONTINUED) TABLE II - DERIVATIVE SECURITIES BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, AND OTHER DERIVATIVE SECURITIES)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security
	Date Exercisable	Expiration Date	Title Amount or Number of Shares
SERIES C PARTICIPATING CONVERTIBLE PREFERRED STOCK, PAR VALUE \$.001 PER SHARE	10/16/01		COMMON STOCK, PAR VALUE \$.001 PER SHARE 1,604,235 10 IN
OPTION (RIGHT TO BUY)	12/1/02 (2)	12/1/11	COMMON STOCK, PAR VALUE \$.001 PER SHARE 478,700 \$2.

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Explanation of Responses:

- (1) SHARES ARE HELD BY THE SCHAEFFER DESCENDANT'S TRUST. MR. SCHAEFFER DISCLAIMS BENEFICIAL OWNERSHIP OF THE SHARES.
(2) 33% OF GRANT VESTS ON DATE OF GRANT (12/1/01) AND THE REMAINING PORTION VESTS QUARTERLY OVER THE NEXT 3 YEARS, SUBJECT TO CONTINUED EMPLOYMENT ON EACH VESTING DATE.

THIS AMENDMENT TO FORM 3 IS FILED TO CORRECT A CLERICAL ERROR IN THE ORIGINAL FOOTNOTE NUMBER 2 WHICH RELATES TO THE PROVISIONS.

/S/ DAVID SCHAEFFER

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature of Reporting Person
David Schaeffer

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, attach a separate sheet.
SEE Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are required to respond unless the form displays a currently valid OMB Number.