

Hsieh Ming
Form 4
June 23, 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 *
Hsieh Ming

(Last) (First) (Middle)

209 FAIR OAKS AVENUE

(Street)

SOUTH PASADENA, CA 91030

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Cogent, Inc. [COGT]

3. Date of Earliest Transaction (Month/Day/Year)
06/21/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	06/21/2005		M		600,000	A	\$ 0.3	601,215 ⁽²⁾	I	See Footnote <u>(1)</u>
Common Stock	06/21/2005		S		601,215	D	\$ 25.5	0	I	See Footnote <u>(1)</u>
Common Stock	06/21/2005		M		33,750	A	\$ 0.75	33,750	I	See Footnote <u>(1)</u>
Common Stock	06/21/2005		S		33,750	D	\$ 25.5	0	I	See Footnote

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								(1)
Common Stock	06/21/2005	S	5,525,035	D	\$ 25.5	47,979,930	D	
Common Stock	06/21/2005	S	220,000	D	\$ 25.5	2,780,000	I	See Footnote (3)
Common Stock	06/21/2005	S	220,000	D	\$ 25.5	2,780,000	I	See Footnote (4)
Common Stock	06/23/2005	S	1,650,000	D	\$ 25.5	46,329,930	D	

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)	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 Number Shares
Employee Stock Option (right to buy)	\$ 0.3	06/21/2005		M	600,000	(5) 08/18/2010	Common Stock	600,000	
Employee Stock Option (right to buy)	\$ 0.75	06/21/2005		M	33,750	(5) 01/01/2013	Common Stock	33,750	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X	X	Chief Executive Officer	

Hsieh Ming
209 FAIR OAKS AVENUE
SOUTH PASADENA, CA 91030

Signatures

Ming Hsieh 06/23/2005

**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).
By: Fang Liu Hsieh. The reporting person is the spouse of Fang Liu Hsieh. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (2) Includes 1,215 shares acquired under the Cogent, Inc. 2004 Employee Stock Purchase Plan.
- (3) By: Ming Hsieh, as TTEE for the Ming Hsieh Annuity Trust No. 1 dated May 11, 2004.
- (4) By: Fang Liu Hsieh, as TTEE of the Fang Liu Hsieh Annuity Trust No. 1 dated May 12, 2004.
- (5) Options vest over a four year period based upon continued affiliation with Cogent, Inc.

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.