

Hsieh Ming
Form 5
February 13, 2007

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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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1. Name and Address of Reporting Person *
Hsieh Ming

(Last) (First) (Middle)

209 FAIR OAKS AVENUE

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2006

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)
President, CEO & Chairman

6. Individual or Joint/Group Reporting

(check applicable line)

SOUTH PASADENA, CA 91030

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/10/2006	Â	G ⁽¹⁾	980,046 D \$ 0	49,904,919	D	Â
Common Stock	05/10/2006	Â	G ⁽²⁾	980,046 D \$ 0	48,924,873	D	Â
Common Stock	05/11/2006	Â	G ⁽¹⁾	980,390 D \$ 0	47,944,483	D	Â
Common Stock	05/11/2006	Â	G ⁽²⁾	980,390 D \$ 0	46,964,093	D	Â
	12/01/2006	Â	G ⁽³⁾	65,000 D \$ 0	46,899,093	D	Â

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Common
Stock

Common Stock	05/10/2006	Â	G ⁽¹⁾	980,046	A	\$ 0	980,046	I	Ming Hsieh & Fang Liu Hsieh TTEES Tiffany Hsieh Irrev. Trust
Common Stock	05/10/2006	Â	G ⁽²⁾	980,046	A	\$ 0	980,046	I	Ming Hsieh & Fang Liu Hsieh TTEES Pauline Hsieh Irrev. Trust
Common Stock	05/11/2006	Â	G ⁽¹⁾	980,390	A	\$ 0	1,960,436	I	Ming Hsieh & Fang Liu Hsieh TTEES Tiffany Hsieh Irrev. Trust
Common Stock	05/11/2006	Â	G ⁽²⁾	980,390	A	\$ 0	1,960,436	I	Ming Hsieh & Fang Liu Hsieh TTEES Pauline Hsieh Irrev. Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. of
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Se B O E Is Fi (I
(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hsieh Ming 209 FAIR OAKS AVENUE SOUTH PASADENA, CA 91030	Â X	Â X	Â President, CEO & Chairman	Â

Signatures

Ming Hsieh 02/13/2007

__Signature of Date
Reporting Person

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) Consists of a gift to the Tiffany Hsieh Irrev. Trust.
- (2) Consists of a gift to the Pauline Hsieh Irrev. Trust.
- (3) Consists of a gift to the Hsieh Family Foundation.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.