FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OIVIB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
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1. Name and Address of Reporting Person* HERSHBERG DAVID E					2. Issuer Name <b>and</b> Ticker or Trading Symbol PRIMUS TELECOMMUNICATIONS								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
ILKSTIDERO DAVID E					[G]	GROUP INC [ PRTL ]								X Director 10% Own				Owne	er		
(Last) (First) (Middle)													Officer (give title below)				Other (specify below)				
7901 JONES BRANCH DRIVE						3. Date of Earliest Transaction (Month/Day/Year) 07/01/2009															
SUITE 900							07/01/2009														
JOHL	00	4. If Amendment, Date of Original Filed (Month/Day/Year)										6.	6. Individual or Joint/Group Filing (Check Applicable								
(Street)					-			,	Ü		•	, ,		ne)			, (	•••			
MCLEA	N V	Δ	22102											X Form f	iled by C	ne Repo	orting Pe	rson			
WICLEA	IN V2	1	22102													lore thar	one Re	portin	g		
(City)	(S	tate)	(Zip)											Persoi	1						
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1 Title of 0	Popurity (Inc.					_			3.	,	•	es Acquired		5. Amount		6 Own	orehin	7 Nat	turo of		
1. Title of Security (Instr. 3) 2. Transact Date (Month/Day				Execution Date,			Transaction Disposed C				Securities		6. Ownership Form: Direct (D) or Indirect		7. Nature of Indirect Beneficial						
			(Month/L	ı/Day/Year)		if any (Month/Day/Year)			(Instr.	5)			Beneficial Owned Fo			tr. 4) Ow		nership			
										Τ.,		(A) or	Ι	Reported Transaction	n(s)				(Instr. 4)		
									Code	V	Amount	(A) or (D)	Price	(Instr. 3 an							
Common Stock 07/01/				/2009	07/01/2009		D <sup>(1)</sup>		15,715	D	\$0	0		D							
				<b>/=</b> 0.00	07/01/2009			(1)								. Fa		ilv			
Common Stock 07/01/2							/2009	1/2009	D <sup>(1)</sup>		945	D   \$		0				Partnership			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned																					
			lable II -								oosed of, converti			y Owned							
1. Title of	2.	3. Transaction	3A. Deem	· · ·	4.		_	umber			sable and	7. Title an		t 8. Price of	9. Num	her of	10.	1	11. Nature		
Derivative Conversion Date Cecurity or Exercise (Month/Day/Year)  (Instr. 3) Price of Exercise (Month/Day/Year)				n Date,	Transa		n of i		Expiration Date of Securities			ies	Derivative	derivative		Ownership of Indirect Form: Beneficial		of Indirect			
					Code (Inst 8)		str. Derivative Securities		(Month/Day/Year) Underlying Derivative Secu					Security (Instr. 5)	Securit Benefic				Beneficial Ownership		
Derivative Security											(Instr. 3 aı	nd 4)	'	Owned			or Indirect (Instr. 4)				
	Coounty		Disposed									Report	Reported								
							of (D) (Instr. 3, 4 and 5)									Transaction(s) (Instr. 4)					
				ŀ									Amoun	_							
													or Numbe	.							
					ا مدء	v	<sub>(A)</sub>	<sub>m</sub>	Date		Expiration	T:41a	of	<b>'</b>							
					Code	V	(A)	(D)	Exercis	able	Date	Title	Shares	+				_			
Director Stock																					
Option (right to	Option \$0.64 07/01/2009 07/01/2009 (right to		<b>D</b> <sup>(1)</sup>			45,000	(2)		06/20/2011	Common Stock	45,00	(3)	'	)	D						

## **Explanation of Responses:**

1. On March 16, 2009, Primus Telecommunications Group, Inc. and three of its subsidiaries each filed a Chaper 11 case. The Plan of Reorganization was approved by the Bankruptcy Court on June 12, 2009 and became effective on July 1, 2009, whereupon all previously outstanding equities were automatically cancelled.

- 2. The option vested in three equal installments on June 20, 2006, June 20, 2007 and June 20, 2008.
- 3. No consideration.

**David Hershberg** 

07/01/2009

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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).

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

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 Number.