

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>BEAR STEARNS COMPANIES INC</u>  (Last) (First) (Middle) <u>383 MADISON AVENUE</u>  (Street) <u>NEW YORK NY 10179</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/22/2008</u>	3. Issuer Name and Ticker or Trading Symbol <u>PRIMUS TELECOMMUNICATIONS GROUP INC [ PRTL ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.01 par value per share	606,701	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible 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	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
3.75% Convertible Notes due 2010	02/21/2008	09/15/2010	Common Stock, \$0.01 par value per share	1,608,855	9.32	D	
8% Convertible Notes due 2009	02/21/2008 <sup>(1)</sup>	08/15/2009	Common Stock, \$0.01 par value per share	9,679,865	1.19	D	
5% Exchangeable Senior Notes due 2009	02/21/2008	06/30/2009	Common Stock, \$0.01 par value per share	2,083,325	1.2	D	
5% Convertible Notes due 2009	02/21/2008	06/30/2009	Common Stock, \$0.01 par value per share	1,874,993	1.2	D	

Explanation of Responses:  
1. 5,000,000 notes were purchased on February 22, 2008, and were accordingly not exercisable until that date.

Remarks:  
This is a joint filing by The Bear Stearns Companies Inc. and Bear, Stearns & Co. Inc. Bear, Stearns & Co. Inc. is a subsidiary of The Bear Stearns Companies Inc.  
  
/s/ Kenneth L. Edlow,  
Secretary for The Bear Stearns Companies Inc. 03/14/2008  
  
/s/ Ethan Garber, Senior  
Managing Director for Bear, Stearns & Co. Inc. 03/14/2008  
  
\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
\* If the form is filed by more than one reporting person, see Instruction 5 (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.