

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>GUIRGIS MARK</u> (Last) (First) (Middle) <u>7901 JONES BRANCH DRIVE</u> <u>SUITE 900</u> (Street) <u>MCLEAN</u> <u>VA</u> <u>22102</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PRIMUS TELECOMMUNICATIONS GROUP INC [PRTL]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2009</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP - Assistant Secretary</u> 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
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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	07/01/2009	07/01/2009	D ⁽¹⁾		4,568	D	\$0	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$0.9	07/01/2009	07/01/2009	D ⁽¹⁾			5,917	(2)	07/09/2011	Common Stock	5,917	(3)	0	D	
Employee Stock Option (right to buy)	\$1.65	07/01/2009	07/01/2009	D ⁽¹⁾			35,000	(4)	12/19/2012	Common Stock	35,000	(3)	0	D	
Employee Stock Option (right to buy)	\$1.9	07/01/2009	07/01/2009	D ⁽¹⁾			6,000	(5)	01/10/2013	Common Stock	6,000	(3)	0	D	
Employee Stock Option (right to buy)	\$6.12	07/01/2009	07/01/2009	D ⁽¹⁾			9,000	(6)	06/07/2014	Common Stock	9,000	(3)	0	D	
Employee Stock Option (right to buy)	\$0.87	07/01/2009	07/01/2009	D ⁽¹⁾			30,000	(7)	11/18/2015	Common Stock	30,000	(3)	0	D	
Employee Stock Option (right to buy)	\$0.36	07/01/2009	07/01/2009	D ⁽¹⁾			40,000	(8)	03/03/2018	Common Stock	40,000	(3)	0	D	

Explanation of Responses:

1. On March 16, 2009, Primus Telecommunications Group, Inc. and three of its subsidiaries each filed a Chapter 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 two equal installments on July 9, 2002 and July 9, 2003.
3. No consideration.
4. The option vested in two equal installments on December 19, 2003 and December 19, 2004.
5. The option vested in three equal installments on January 10, 2004, January 10, 2005 and December 21, 2005.
6. 1/3 of options vested on June 7, 2005 and 2/3 of options vested on December 21, 2005.
7. The option vested in six equal semi-annual installment beginning on May 18, 2006.
8. The option vests in six equal semi-annual installment beginning on September 3, 2008.

Mark Guirgis

07/01/2009

** 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 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.