

Day Andrew
 Form 3
 August 03, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Day Andrew

(Last) (First) (Middle)

C/O PRIMUS
 TELECOMMUNICATIONS
 GROUP, INC., 7901 JONES
 BRANCH DRIVE, SUITE 900

(Street)

MCLEAN, VA 22102

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 08/03/2012

3. Issuer Name and Ticker or Trading Symbol

PRIMUS TELECOMMUNICATIONS GROUP INC
 [PTGI]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 CEO of North America

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

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 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	23,649	D	^
Common Stock ⁽¹⁾	1,667	D	^
Common Stock ⁽²⁾	7,369	D	^
Common Stock ⁽³⁾	5,000	D	^
Common Stock ⁽⁴⁾	5,000	D	^

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

SEC 1473 (7-02)

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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 of Derivative Security: 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			
Stock Option (right to buy) <u>(5)</u>	Â <u>(6)</u>	07/01/2019	Common Stock	11,818	\$ 11.49	D	Â
Stock Option (right to buy) <u>(7)</u>	01/01/2010	07/01/2019	Common Stock	1,924	\$ 11.49	D	Â
Stock Option (right to buy) <u>(7)</u>	01/01/2011	07/01/2019	Common Stock	1,924	\$ 11.49	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Day Andrew C/O PRIMUS TELECOMMUNICATIONS GROUP, INC 7901 JONES BRANCH DRIVE, SUITE 900 MCLEAN, VA 22102	Â	Â	Â CEO of North America	Â

Signatures

Andrew Day 08/03/2012

 **Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The common stock reported represents the remaining unvested portion of a grant of 5,000 restricted stock units, of which 1,667 shares vested on November 8, 2010, 1,666 shares vested on December 31, 2011, 1,667 shares will vest on December 31, 2012.
- (2) The common stock reported represents the remaining unvested portion of a grant of 11,053 restricted stock units, of which 3,684 shares vested on December 31, 2011, 3,685 shares will vest on December 31, 2012, and 3,684 shares will vest on December 31, 2013.
- (3) The common stock reported represents the grant of restricted stock units that vest if PTGI's stock price closes at or above \$24 on or prior to April 15, 2014.
- (4) The common stock reported represents the grant of restricted stock units that vest if PTGI's stock price closes at or above \$30 on or prior to April 15, 2014.
- (5) The option originally had an exercise price of \$12.22 for 11,108 shares of common stock. On July 16, 2012, as a result of the cash dividend of \$1.00 per share, the Board of Directors adjusted all outstanding options, and the reporting person's options were adjusted to have an exercise price of \$11.49 and the number of shares to 11,818.
- (6) The option became exercisable as to one-quarter of the shares on January 1, 2010, one-quarter of the shares on July 1, 2010, one-quarter of the shares on January 1, 2011, and one-quarter of the shares on July 1, 2011.

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The option originally had an exercise price of \$12.22 for 1,808 shares of common stock. On July 16, 2012, as a result of the cash dividend (7) of \$1.00 per share, the Board of Directors adjusted all outstanding options, and the reporting person's options were adjusted to have an exercise price of \$11.49 and the number of shares to 1,924.

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.