

PRIMUS GUARANTY LTD  
Form 4  
January 31, 2008

**FORM 4**

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

OMB APPROVAL

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

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HUNT JAMES KELSO**

(Last) (First) (Middle)

**100 FEDERAL STREET, 35TH FLOOR**

(Street)

**BOSTON, MA 02110**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**PRIMUS GUARANTY LTD [PRS]**

3. Date of Earliest Transaction (Month/Day/Year)  
**01/29/2008**

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)

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 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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Deferred Shares	01/29/2008		A		1,006 A \$ 12.3 <sub>(1)</sub>	D	
Deferred Shares	01/29/2008		A		1,154 A 10.72 <sub>(2)</sub>	D	
Deferred Shares	01/29/2008		A		1,176 A 10.52 <sub>(3)</sub>	D	
Deferred Shares	01/29/2008		A		1,766 A 7.01 <sub>(4)</sub>	D	

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

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(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 (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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUNT JAMES KELSO 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110	X			

## Signatures

James K. Hunt 01/29/2008  
 \_\_Signature of Reporting Person Date

Howard Yaruss by power of attorney 01/29/2008  
 \_\_Signature of Reporting Person Date

## 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) Price reflects the closing price as of March 30, 2007 pursuant to compensation arrangement with directors.
- (2) Price reflects the closing price as of June 29, 2007 pursuant to compensation arrangement with directors.
- (3) Price reflects the closing price as of September 28, 2007 pursuant to compensation arrangement with directors.
- (4) Price reflects the closing price as of December 31, 2007 pursuant to compensation arrangement with directors.

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

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