Lawson Tracy Form 3 March 31, 2011

# FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per response...

**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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement PRIMUS TELECOMMUNICATIONS GROUP INC Lawson Tracy (Month/Day/Year) [NONE] 03/28/2011 (Last) (Middle) 4. Relationship of Reporting (First) 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O PRIMUS (Check all applicable) **TELECOMMUNICATIONS** GROUP, INC., Â 7901 JONES Director 10% Owner **BRANCH DRIVE, SUITE 900** X\_ Officer Other (give title below) (specify below) (Street) 6. Individual or Joint/Group See Remarks Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person MCLEAN. VAÂ 22102 Form filed by More than One Reporting Person (State) (City) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security (Instr. 4) Beneficially Owned Ownership Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock D 404 (1) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of 4. 5. 6. Nature of Indirect Securities Underlying Ownership Beneficial Ownership (Instr. 4) **Expiration Date** Conversion (Month/Day/Year) **Derivative Security** or Exercise Form of (Instr. 5)

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(Instr. 4) Price of Derivative Derivative Security: Date **Expiration Title** Amount or Direct (D) Security Exercisable Number of or Indirect Shares (I) (Instr. 5)

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Lawson Tracy

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

MCLEAN, VAÂ 22102

Relationships

Other

A Â See Remarks Â

### **Signatures**

/s/ Linda Rockett, Attorney-in-Fact 03/31/2011

\*\*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).

Consists of 157 shares of common stock and 247 shares of common stock subject to restricted stock units that vest as to 82 shares on April 1, 2011 and April 1, 2012 and as to 83 shares on April 1, 2013. The shares of common stock and restricted stock units were initially issued by Arbinet Corporation ("Arbinet") and were converted into shares of common stock issuable in Primus Telecommunications Group, Incorporated ("Primus"), following Primus' merger with Arbinet on February 28, 2011.

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#### **Remarks:**

Vice President, Corporate Controller

#### Exhibit 24.1 Power of Attorney

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.

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