Edgar Filing: PRIMUS TELECOMMUNICATIONS GROUP INC - Form 4

PRIMUS TEL Form 4 August 30, 20	LECOMMUNIC	ATIONS	5 GROUP	INC								
FORM	4							~ ~		PPROVAL		
	UNITED	Washington, D.C. 20549										
Check this if no long subject to Section 16 Form 4 or	er STATEN											
Form 5 obligation may conti <i>See</i> Instru 1(b).	$\frac{1}{1}$ Section 17(a)	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 R	esponses)											
J			Symbol PRIMUS	2. Issuer Name and Ticker or Trading Symbol PRIMUS TELECOMMUNICATIONS					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			GROUP INC [PTGI]					Director10% Owner				
GROUP, IN	S MUNICATIONS C, 460 HERNDO	Aiddle) DN	3. Date of (Month/Da 08/28/20	-	ansaction			X Officer (give below) CAO, V	e title <u> </u>			
PARKWAY												
	(Street)	reet) 4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
HERNDON,	, VA 20170								More than One R			
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code V		or (D)	Price	(Instr. 3 and 4)				
Common Stock	08/28/2013			D	1,536 (1)	D	\$0	10,386	D			
Common Stock	08/28/2013			А	1,536 (1)	А	\$0	11,922	D			
Common Stock	08/28/2013			D	2,000 (2)	D	\$0	9,922	D			
Common	08/28/2013			А	2,000	А	\$0	11,922	D			

Stock			(2)				
Common Stock	08/28/2013	D	2,000 (3)	D	\$0	9,922	D
Common Stock	08/28/2013	А	2,000 (3)	A	\$0	11,922	D
Common Stock	08/28/2013	А	1,535 (4)	А	\$0	13,457	D

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

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 control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio	5. onNumber	6. Date Exer Expiration D		7. Title Amour		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/		Underl		Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	· ·	1000)	Securit		(Instr. 5)	Bene
(1150.5)	Derivative		(Monul/Duy/Teur)	(1130.0)	Securities				3 and 4)	(1150.5)	Owne
	Security				Acquired			X	,		Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
						Date Exercisable	Expiration Date	Title	Amount or Number		

Code V (A) (D)

Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
FILIPOWICZ JOHN D C/O PRIMUS TELECOMMUNICATIONS INC 460 HERNDON PARKWAY, SUITE 150 HERNDON, VA 20170	S GROUP,			CAO, VP, HR & GC & Sec			
Signatures							
Andrea L. Mancuso, Attorney-in-Fact	08/30/2013						
**Signature of Reporting Person	Date						

of

Shares

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).
- On July 5, 2011, the Compensation Committee granted a time-based award of which one-third, or 1,535 shares, vested on December 31,
 (1) 2011 and one-third, or 1,535 shares, vested on June 27, 2012. The Compensation Committee accelerated the vesting of the final one-third, or 1,536 shares, from December 31, 2013 to August 30, 2013.
- Amendment of outstanding RSU resulting in deemed cancellation of RSU and grant of replacement RSU. The RSU was originally
 (2) granted on July 5, 2011 and provided for vesting if PTGi's stock price closes at or above \$24 prior to April 15, 2014. The amendment accelerated the vesting to become fully vested on August 30, 2013.
- Amendment of outstanding RSU resulting in deemed cancellation of RSU and grant of replacement RSU. The RSU was originally(3) granted on July 5, 2011 and provided for vesting if PTGi's stock price closes at or above \$30 prior to April 15, 2014. The amendment accelerated the vesting to become fully vested on August 30, 2013.

On July 5, 2011, the Compensation Committee granted a performance-based award of which one-third, or 1,535 shares, vested on April
(4) 15, 2012 and one-third, or 1,535 shares, vested on June 27, 2012. The Compensation Committee accelerated the vesting of the final one-third, or 1,535 shares, from April 15, 2014 to August 30, 2013.

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.