Edgar Filing: PRIMUS TELECOMMUNICATIONS GROUP INC - Form 4

PRIMUS TELECOMMUNICATIONS GROUP INC

Form 4

November 10, 2010

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSIO
Check this box	Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person *

SCHEIWE STEVEN D

2. Issuer Name and Ticker or Trading

Symbol

PRIMUS TELECOMMUNICATIONS

GROUP INC [PMUG] 3. Date of Earliest Transaction

(Month/Day/Year)

11/08/2010

X_ Director Officer (give title

10% Owner _ Other (specify

7901 JONES BRANCH DR, SUITE

(Street)

(First)

(Middle)

900

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

MCLEAN, VA 22102

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year) 3. 4. Securities TransactionAcquired (A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount Price (D)

Restricted 11/08/2010 Stock

5,000 (1)

D (1) 5,000 D

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)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)

Edgar Filing: PRIMUS TELECOMMUNICATIONS GROUP INC - Form 4

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and J. Underlying S. (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 9.8	11/08/2010		A(2)	10,000	(2)	11/08/2020	Common	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
SCHEIWE STEVEN D 7901 JONES BRANCH DR SUITE 900 MCLEAN, VA 22102	X						

Signatures

Steven D.
Scheiwe

**Signature of Reporting Person

11/10/2010

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).
- Pursuant to the terms of the Issuer's Management Compensation Plan, shares of common stock underlying service-based restricted stock (1) granted. One third of the award vests on December 31, 2011, one third vests on December 31, 2012 and the final third vests on December 31, 2013, provided Mr. Scheiwe is a Director of the Company on each such vesting date.
- Pursuant to the terms of the Issuer's Management Compensation Plan, shares of common stock underlying service-based options. One (2) third of the award vests immediately, and one third of the award vest on each anniversary date thereafeter, provided Mr. Scheiwe is a Director of the Company on each such vesting date.

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.

Reporting Owners 2