

FILIPOWICZ JOHN D
Form 3
October 19, 2011

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 *

Â FILIPOWICZ JOHN D

(Last) (First) (Middle)

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

(Street)

MCLEAN,Â VAÂ 22102

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
10/13/2011

3. Issuer Name and Ticker or Trading Symbol

PRIMUS TELECOMMUNICATIONS GROUP INC
[PTGI]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
CAO, VP, HR & Acting GC & Sec

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 ⁽¹⁾	4,606	D	Â
Common Stock ⁽²⁾	6,000	D	Â

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>	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	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FILIPOWICZ JOHN D C/O PRIMUS TELECOMMUNICATIONS GROUP, INC 7901 JONES BRANCH DRIVE, SUITE 900 MCLEAN, VA 22102	^	^	^ CAO, VP, HR & Acting GC & Sec	^

Signatures

/s/ Linda Rockett, 10/19/2011
Attorney-in-Fact

**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 grant of restricted stock units on 7/5/2011 that vest as to one-third of the shares on 12/31/2011, one-third of the shares on 12/31/2012, and one-third of the shares on 12/31/2013.
The common stock reported represents the grant of restricted stock units on 7/5/2011 that vest as to one-third of the shares if PTGI's stock price closes at or above \$18 on or prior to 4/15/2014, one-third of the shares if PTGI's stock price closes at or above \$24 on or prior to 4/15/2014, and one-third of the shares if PTGI's stock price closes at or above \$30 on or prior to 4/15/2014.

^

Remarks:

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.