

PRIMUS TELECOMMUNICATIONS GROUP INC

Form 4

August 30, 2013

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 *
FILIPOWICZ JOHN D

(Last) (First) (Middle)

C/O PRIMUS
TELECOMMUNICATIONS
GROUP, INC, 460 HERNDON
PARKWAY, SUITE 150

(Street)

HERNDON, VA 20170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PRIMUS
TELECOMMUNICATIONS
GROUP INC [PTGI]

3. Date of Earliest Transaction
(Month/Day/Year)
08/28/2013

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)
CAO, VP, HR & 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 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 (A) or (D) Price | | |
| Common Stock | 08/28/2013 | | D | | 1,536 (1) \$ 0 | D | |
| Common Stock | 08/28/2013 | | A | | 1,536 (1) \$ 0 | D | |
| Common Stock | 08/28/2013 | | D | | 2,000 (2) \$ 0 | D | |
| Common Stock | 08/28/2013 | | A | | 2,000 \$ 0 | D | |

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) On July 5, 2011, the Compensation Committee granted a time-based award of which one-third, or 1,535 shares, vested on December 31, 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.

(2) Amendment of outstanding RSU resulting in deemed cancellation of RSU and grant of replacement RSU. The RSU was originally 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.

(3) Amendment of outstanding RSU resulting in deemed cancellation of RSU and grant of replacement RSU. The RSU was originally 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.

(4) On July 5, 2011, the Compensation Committee granted a performance-based award of which one-third, or 1,535 shares, vested on April 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.