

PRIMUS TELECOMMUNICATIONS GROUP INC

Form 4

June 13, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 \*  
SCHEIWE STEVEN D

(Last) (First) (Middle)

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

(Street)

MCLEAN, VA 22102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
PRIMUS  
TELECOMMUNICATIONS  
GROUP INC [PTGI]3. Date of Earliest Transaction  
(Month/Day/Year)  
06/12/20134. 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)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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <sup>(1)</sup>	06/12/2013		A		5,000	A	\$ 0
					20,000		D

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

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(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Date of Acquisition or Disposition (Instr. 3, 4, and 5)
Stock Option (right to buy)	\$ 11.89 (2)	06/12/2013		A	10,000	(3) 06/12/2023	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
SCHEIWE STEVEN D C/O PRIMUS TELECOMMUNICATIONS GROUP, INC 7901 JONES BRANCH DRIVE, SUITE 900 MCLEAN, VA 22102	Director 10% Owner Officer Other
	X

## Signatures

John D. Filipowicz,  
Attorney-in-Fact  
06/13/2013

\*\*Signature of Reporting Person

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).
- (1) Annual Grant of Director RSUs. The common stock reported represents the grant of restricted stock units that vest as to one-half of the shares on June 12, 2014 and one-half of the shares on June 12, 2015.
- (2) The exercise price of the option is the closing price of the Issuer's common stock on the NYSE on June 12, 2013, which was the grant date of the option.
- (3) Annual Grant of Director Stock Options. The stock options reported vest as to one-third of the shares on June 12, 2013, one-third of the shares on June 12, 2014, and one-third of the shares on June 12, 2015.

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.