SCHWARZ KEN Form 4 April 17, 2012

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 5 obligations may continue.

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

SECURITIES

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

SCHWARZ KEN

(Last)

Symbol **PRIMUS**

TELECOMMUNICATIONS

(Check all applicable)

GROUP INC [PTGI] (Middle)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

CFO (PFO); SVP, IT

C/O PRIMUS TELECOM'S GROUP, INCORPORATED, 7901 JONES BRANCH DRIVE, SUITE

(Street)

04/15/2012

(First)

900

Common

Stock

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

04/15/2012

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

MCLEAN, VA 22102

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or

(Month/Day/Year) (Instr. 8) Reported (A) Transaction(s) (Instr. 3 and 4)

Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

or Code V Amount (D) Price

 $A^{(1)}$ 3,801 A \$0 30,205 D

Common 1,223 04/15/2012 F D 28,982 D 16.76 Stock

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

Edgar Filing: SCHWARZ KEN - Form 4

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amor		ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A mannt		
									Amount		
						Date Expiration Exercisable Date	Expiration	Title	or Number		
								of			
				Codo V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHWARZ KEN C/O PRIMUS TELECOM'S GROUP, INCORPORATED 7901 JONES BRANCH DRIVE, SUITE 900 MCLEAN, VA 22102

CFO (PFO); SVP, IT

Signatures

Ken Schwarz 04/17/2012

**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) On July 5, 2011, the Compensation Committee granted this performance-based award, which vested on April 15, 2012 in conjunction with PTGi meeting certain financial targets for the 2011 fiscal year.
- (2) Shares withheld to cover the tax liability associated with the vesting of the 3,801 shares in Footnote 1 which vested on 4/15/2012.

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