

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Day Andrew</u>  (Last) (First) (Middle) <u>C/O PRIMUS TELECOMMUNICATIONS GROUP, INC</u> <u>460 HERNDON PARKWAY, SUITE 150</u>  (Street) <u>HERNDON VA 20170</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PRIMUS TELECOMMUNICATIONS GROUP INC [ PTGI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO and President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/15/2013</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	04/15/2013		A		3,684 <sup>(1)</sup>	D	\$0	42,175	D	
Common Stock	07/30/2013		D		5,000 <sup>(2)</sup>	D	\$0	37,175	D	
Common Stock	07/30/2013		A		5,000 <sup>(2)</sup>	D	\$0	42,175	D	
Common Stock	07/30/2013		D		5,000 <sup>(3)</sup>	D	\$0	37,175	D	
Common Stock	07/30/2013		A		5,000 <sup>(3)</sup>	D	\$0	42,175	D	
Common Stock	07/30/2013		A		3,684 <sup>(4)</sup>	D	\$0	45,859	D	
Common Stock	07/30/2013		D		3,684 <sup>(5)</sup>	D	\$0	42,175	D	
Common Stock	07/30/2013		A		3,684 <sup>(5)</sup>	D	\$0	45,859	D	
Common Stock	07/30/2013		F		8,060 <sup>(6)</sup>	D	\$11.98	37,799	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- On July 5, 2011, the Compensation Committee granted a performance-based award of which one-third vested on April 15, 2013 in conjunction with PTGi meeting certain financial targets for the 2012 fiscal year.
- 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 July 30, 2013.
- 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 July 30, 2013.
- On July 5, 2011, the Compensation Committee granted a performance-based award of which one-third, or 3,684 shares, vested on April 15, 2012 and one-third, or 3,684 shares, vested on April 15, 2013. The Compensation Committee accelerated the vesting of the final one-third, or 3,684 shares, from April 15, 2014 to July 30, 2013.
- On July 5, 2011, the Compensation Committee granted a time-based award of which one-third, or 3,684 shares, vested on December 31, 2011 and one-third, or 3,685 shares, vested on December 31, 2012. The Compensation Committee accelerated the vesting of the final one-third, or 3,684 shares, from December 31, 2013 to July 30, 2013.
- The amount represents the shares withheld to cover the tax liability associated with the vestings on July 30, 2013.

John D. Filipowicz, Attorney-in-Fact 08/01/2013

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.