

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>AMERICAN INTERNATIONAL GROUP INC</u>  (Last) (First) (Middle) <u>70 PINE STREET</u>  (Street) <u>NEW YORK NY 10270</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PRIMUS TELECOMMUNICATIONS GROUP INC [ PRTL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  <u>See Explanation of Responses</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/20/2007</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/25/2007</u>		

**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, par value \$0.01 per share <sup>(1)(2)(3)(4)(5)</sup>	06/20/2007		S		600,000	D	\$1.03	15,940,008	I	See Explanation of Responses
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)(5)</sup>	06/21/2007		S		200,000	D	\$1.0325	15,740,008	I	See Explanation of Responses
Common Stock, par value \$0.01 per share <sup>(1)(2)(3)(4)(5)</sup>	06/21/2007		S		20,000	D	\$1.04	15,720,008	I	See Explanation of Responses

**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)		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	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
AMERICAN INTERNATIONAL GROUP INC  
 (Last) (First) (Middle)  
70 PINE STREET  
 (Street)  
NEW YORK NY 10270  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
AIG Capital CORP  
 (Last) (First) (Middle)  
70 PINE STREET  
 (Street)

NEW YORK NY 10270

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[AIG Global Asset Management Holdings Corp.](#)

(Last) (First) (Middle)

70 PINE STREET

(Street)

NEW YORK NY 10270

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[AIG CAPITAL PARTNERS INC](#)

(Last) (First) (Middle)

70 PINE STREET

(Street)

NEW YORK NY 10270

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[AIG GSEF Investments, Ltd.](#)

(Last) (First) (Middle)

70 PINE STREET

(Street)

NEW YORK NY 10270

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[AIG GSEF, L.P.](#)

(Last) (First) (Middle)

70 PINE STREET

(Street)

NEW YORK NY 10270

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[AIG GLOBAL SPORTS & ENTERTAINMENT  
FUND L P](#)

(Last) (First) (Middle)

70 PINE STREET

(Street)

NEW YORK NY 10270

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[AIG GLOBAL EMERGING MARKETS FUND  
L L C](#)

(Last) (First) (Middle)

70 PINE STREET

(Street)

NEW YORK NY 10270

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">GEM PARALLEL FUND LP</a>		
(Last)	(First)	(Middle)
70 PINE STREET		
(Street)		
NEW YORK	NY	10270
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Sales were made by AIG Global Emerging Markets Fund, L.L.C. ("AIGGEM"), a Delaware limited liability company, having its principal office at 599 Lexington Avenue, 24th Floor, New York, NY 10022; GEM Parallel Fund, L.P. ("GEM Parallel"), a Delaware limited partnership, having its principal office at 599 Lexington Avenue, 24th Floor, New York, NY 10022; and AIG Global Sports and Entertainment Fund, L.P. ("AIGGSEF"), a Cayman Islands exempted limited partnership, having its principal office at Uglund House, South Church Street, George Town, Grand Cayman, Cayman Islands (AIGGEM, GEM Parallel, and AIGGSEF, collectively, the "Funds") pursuant to a Rule 10b5-1 plan ("Plan") adopted on May 21, 2007 and amended on May 31, 2007. The adoption of the Plan was reported in the issuer's Form 8-K filed on May 24, 2007.

2. Pursuant to the Plan, AIGGSEF sold 300,000 shares on June 20, 2007 at \$ 1.03; 100,000 shares on June 21, 2007, at \$ 1.0325 and 10,000 shares on June 21, 2007 at \$ 1.04, leaving it owning a balance of 7,860,004 shares on June 21, 2007, after such sales. In addition, pursuant to the Plan, GEM Parallel sold 28,800 shares on June 20, 2007 at \$ 1.03; 9,600 shares on June 21, 2007, at \$ 1.0325 and 960 shares on June 21, 2007 at \$ 1.04, leaving it owning a balance of 752,088 shares on June 21, 2007, after such sales. In addition, pursuant to the Plan, AIGGEM sold 271,200 shares on June 20, 2007 at \$ 1.03; 90,400 shares on June 21, 2007, at \$ 1.0325 and 9,040 shares on June 21, 2007 at \$ 1.04, leaving it owning a balance of 7,107,916 shares on June 21, 2007, after such sales.

3. Certain of the Reporting Persons may be deemed to constitute a "group" within the meaning of the Securities Exchange Act of 1934, as amended, and the rules promulgated pursuant thereto. Each Reporting Person may be deemed to beneficially own the shares held directly by AIGGEM, GEM Parallel and AIGGSEF. The shares reported herein represent the entire amount of shares held directly by each of AIGGEM, GEM Parallel and AIGGSEF. AIGGEM, GEM Parallel and AIGGSEF each directly holds shares representing less than 10 percent of the Issuer's common stock.

4. Each Reporting Person disclaims a pecuniary interest in a portion of the shares reported herein. Each Reporting Person other than AIGGEM, GEM Parallel and AIGGSEF disclaims beneficial ownership of the shares held directly by each of AIGGEM, GEM Parallel and AIGGSEF except to the extent of their respective pecuniary interest, if any, therein. AIGGEM disclaims beneficial ownership of the shares held directly by GEM Parallel and AIGGSEF. GEM Parallel disclaims beneficial ownership of the shares held directly by AIGGEM and AIGGSEF. AIGGSEF disclaims beneficial ownership of the shares held directly by AIGGEM and GEM Parallel. The reporting of the shares as shown herein shall not be deemed in admission of beneficial ownership of all such shares as to any Reporting Person for purposes of Section 16 or for any other purpose.

5. This Statement of Changes in Beneficial Ownership does not reflect subsequent purchases of shares by certain subsidiaries of American International Group, Inc. that are not Reporting Persons herein, which are described on a separate Statement of Changes in Beneficial Ownership and as to which the Reporting Persons herein, except as otherwise reported in such separate Statement, disclaim beneficial ownership.

**Remarks:**

This Statement of Changes in Beneficial Ownership is being filed on behalf of each of the following entities (the "Reporting Persons"): -- AIGGEM -- GEM Parallel -- AIGGSEF -- AIG GSEF, L.P., a Cayman Islands exempted limited partnership ("AIGGSEFGP"), having its principal office at Uglund House, South Church Street, George Town, Grand Cayman, Cayman Islands, the sole general partner of AIGGSEF - - AIG GSEF Investments, Ltd., a Cayman Islands limited company ("AIGGSEFI"), having its principal office at Uglund House, South Church Street, George Town, Grand Cayman, Cayman Islands, the general partner of AIGGSEFGP -- AIG Capital Partners, Inc., a Delaware corporation ("AIGCP"), having a principal office at 599 Lexington Avenue, 24th Floor, New York, NY 10022, the sole shareholder of AIGGSEFI, the managing member of AIGGEM and the general partner of GEM Parallel -- AIG Global Asset Management Holdings Corp., a Delaware corporation ("AIGGAMHC"), having its principal office at 70 Pine Street, New York, NY 10270, the sole shareholder of AIGCP -- AIG Capital Corporation, a Delaware corporation ("AIGCC"), having its principal office at 70 Pine Street, New York, NY 10270, the sole shareholder of AIGGAMHC -- American International Group, Inc., a Delaware corporation ("AIG"), having its principal office at 70 Pine Street, New York, NY 10270, the sole shareholder of AIGCC.

[AMERICAN INTERNATIONAL GROUP, INC. Name: Kathleen E. Shannon, Title: Senior Vice President and Secretary](#) [11/19/2007](#)

[AIG CAPITAL CORPORATION Name: Kathleen E. Shannon, Title: Secretary](#) [11/19/2007](#)

[AIG GLOBAL ASSET MANAGEMENT HOLDINGS CORP. Name: Elizabeth Tuck, Title: Secretary](#) [11/19/2007](#)

[AIG CAPITAL PARTNERS, INC. Name: David K. Yeung, Title: President and Chief Executive Officer](#) [11/19/2007](#)

[AIG GSEF INVESTMENTS, LTD. Name: David K. Yeung, Title: Director](#) [11/19/2007](#)

[AIG GSEF, L.P. By: AIG GSEF Investments, Ltd., its general partner Name: David K. Yeung, Title: Director](#) [11/19/2007](#)

[AIG GLOBAL SPORTS AND ENTERTAINMENT FUND, L.P. By: AIG GSEF, L.P., Its General Partner By: AIG GSEF Investments, Ltd., Its General Partner Name: David K. Yeung, Title: Director](#) [11/19/2007](#)

[AIG GLOBAL EMERGING MARKETS FUND, L.L.C. By: AIG Capital Partners, Inc., its managing member Name: David K. Yeung, Title: President and Chief Executive Officer](#) [11/19/2007](#)

[GEM PARALLEL FUND, L.P. 11/19/2007](#)

[By: AIG Capital Partners, Inc.,](#)

[its general partner Name:](#)

[David K. Yeung, Title:](#)

[President and Chief Executive](#)

[Officer](#)

\*\* 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.**