

**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>DEPODESTA JOHN</u>  (Last) (First) (Middle) 7901 JONES BRANCH DRIVE SUITE 900  (Street) MCLEAN VA 22102  (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2009	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	07/01/2009	07/01/2009	D <sup>(1)</sup>		151,495	D	\$0	0	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						Title
Employee Stock Option (right to buy)	\$0.9	07/01/2009	07/01/2009	D <sup>(1)</sup>			143,334	(2)	07/09/2011	Common Stock	143,334	(3)	0	D	
Employee Stock Option (right to buy)	\$1.65	07/01/2009	07/01/2009	D <sup>(1)</sup>			430,000	(4)	12/19/2012	Common Stock	430,000	(3)	0	D	
Employee Stock Option (right to buy)	\$1.9	07/01/2009	07/01/2009	D <sup>(1)</sup>			100,000	(5)	01/10/2013	Common Stock	100,000	(3)	0	D	
Employee Stock Option (right to buy)	\$6.12	07/01/2009	07/01/2009	D <sup>(1)</sup>			120,000	(6)	06/07/2014	Common Stock	120,000	(3)	0	D	
Employee Stock Option (right to buy)	\$0.77	07/01/2009	07/01/2009	D <sup>(1)</sup>			150,000	(7)	02/02/2016	Common Stock	150,000	(3)	0	D	
Employee Stock Option (right to buy)	\$0.36	07/01/2009	07/01/2009	D			150,000	(8)	03/03/2018	Common Stock	150,000	(3)	0	D	

**Explanation of Responses:**

- On March 16, 2009, Primus Telecommunications Group, Inc. and three of its subsidiaries each filed a Chapter 11 case. The Plan of Reorganization was approved by the Bankruptcy Court on June 12, 2009 and became effective on July 1, 2009, whereupon all previously outstanding equities were automatically cancelled.
- The option vested in two equal installments on July 9, 2002 and July 9, 2003.
- No consideration.
- The option vested in two equal installments on December 19, 2003 and December 19, 2004.
- The option vested in three equal installments on January 10, 2004, January 10, 2005 and December 21, 2005.
- 1/3 of options vested on June 7, 2005 and 2/3 of options vested on December 21, 2005.
- The option vested in six equal semi-annual installment beginning on August 2, 2006.
- The option vests in six equal semi-annual installment beginning on September 3, 2008.

John F. DePodesta

07/01/2009

\*\* Signature of Reporting Person

Date

\* 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.

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