FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHA	NGES IN B	BENEFICIAL	OWNERSHIP

OMB AP	PROVAL
OMB Number:	3235-0287
Estimated averag	e burden
hours por rospons	o. 0 F

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

				2 1	2 Jacuar Nama and Tieker or Trading Cumbal								5. Relationship of Reporting Person(s) to Issuer							
1. Name and Address of Reporting Person						2. Issuer Name and Ticker or Trading Symbol PRIMUS TELECOMMUNICATIONS								(Check all applicable)						
KARP DOUGLAS M					GROUP INC [PRTL]								X	Directo	r		10% Ov	vner		
					ا	GROOF INC [PRIL]										(give title		Other (s	pecify	
(Last) (First) (Middle)			3. [Date o	of Earliest	Trans	action (Mo	nth/D	Day/Year)				below)			below)				
1700 OLD MEADOW ROAD			06/	06/16/2004																
					4 If Assess descript Data of Original Filed (Marsh/D 1977)								6. Individual or Joint/Group Filing (Check Applicable							
(Street)					4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)								Line)						
MCLEA	N V	A	22102											X	Form fi	led by One	Repo	orting Perso	n	
													Form filed by More than One Reporting							
(City)	(S	tate)	(Zip)												Person					
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
		Tab	ie I - Non	-Deriv	ative	e Se	curities	S AC	quired, I	JIS	osed o	τ, or Be	neticia	iy O	wned					
1. Title of Security (Instr. 3) 2. Transa			action	ction 2A. Deemed Execution Date,			3. Transac	3. 4. Securities Acquired (A) Transaction Disposed Of (D) (Instr. 3, 4			ed (A) or str. 3. 4 and		. Amour Securitie	nt of 6. Ov			7. Nature of Indirect			
				(Month/I	Day/Ye	ay/Year) if any				Code (Instr. 5)		(B) (IIISII. 0, 4 t		Beneficia		ally (D)	(D) oi) or Indirect (Instr. 4)	Beneficial Ownership	
						(Month/Day/Tear)			" ")					Reported		d [] [(Instr. 4)	
								Code	V	Amount	(A) oi (D)	Price	Transact (Instr. 3							
Table II - Derivati				tive	ve Securities Acquired Disposed of or Repetic							eficially	ially Owned							
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
1. Title of	2.	3. Transaction	3A. Deemed		ı.		5. Numb	_	6. Date Exe			7. Title an		8. P	rice of	9. Numbe	r of	10.	11. Nature	
Derivative	Conversion	n Date	Execution D	ate, T	Transa		n of E Derivative (I Securities		Expiration Date of Securities			ies	Deri	ivative	ive derivative		Ownership	of Indirect		
Security (Instr. 3)	or Exercise Price of		if any (Month/Day		Code (I 3)	ınstr.			(Month/Day/Year) Underlying Derivative Secu				Security	Security (Instr. 5)		Securities Beneficially		Form: Direct (D)	Beneficial Ownership	
Derivative Security						Acquired (Instr. 3 and 4)						nd 4)			Owned Following Reported Transaction(s)		or Indirect (I) (Instr. 4)	(Instr. 4)		
	Disposed of (D) (Instr.																			
					3, 4 and 5)										(Instr. 4)					
				Γ						Т			Amount							
													or Number							
					Code	v	(A)	(D)	Date Exercisable		xpiration ate	Title	of Shares							
Director										\top				\top			\neg			
stock option	\$5.74	06/16/2004			A		45,000		(1)		6/15/2014	Common	45,000		(2)	45,000		D		
(right to	Φ3./4	00/10/2004			A		43,000		(1)		0/13/2014	Stock	45,000		(-)	43,000	υ	D		

Explanation of Responses:

- 1. The option vests in three equal annual installments beginning on 6/16/2004.
- 2. Not applicable.

Douglas M. Karp

07/28/2004

** 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.