## Edgar Filing: SUBIN NEIL S - Form 4

| Form 4  |                                |                     |  |  |               |         |   |   |  |          |  |
|---|--------------------------------|---------------------|--|--|---------------|---------|---|---|--|----------|--|
| November 10   |                                |                     |  |  |               |         |   |   | OMB AF   | PROVAL   |  |
| FORM  | UNITE                          |                     | SECURITIES AND EXCHANGE COMMISSIO<br>Washington, D.C. 20549  |  |               |         |   | OMB<br>Number:  | 3235-0287  |          |  |
| Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>may continue<br>Fort 16.<br>Filed pursuant to<br>Section 17(a) of the    |                                |                     | F CHANGES IN BENEFICIAL OWNI<br>SECURITIES<br>Section 16(a) of the Securities Exchange A<br>Public Utility Holding Company Act of 1<br>of the Investment Company Act of 1940   |  |               |         |   | e Act of 1934,<br>1935 or Section   | Anuary 3<br>Expires: 20<br>Estimated average<br>burden hours per<br>response 0 |          |  |
| See Instruction 1(b).   | ction                          | 50(II)              |  | estinent   | Joinpany      | Act     | 01 194  | 10  |  |          |  |
| (Print or Type R  | esponses)                      |                     |  |  |               |         |   |   |  |          |  |
| 1. Name and Address of Reporting Person *<br>SUBIN NEIL S<br>(Last) (First) (Middle)<br>7901 JONES BRANCH<br>DRIVE, SUITE 900 |                                |                     | <ol> <li>Issuer Name and Ticker or Trading<br/>Symbol</li> <li>PRIMUS</li> <li>TELECOMMUNICATIONS</li> <li>GROUP INC [PMUG]</li> <li>Date of Earliest Transaction</li> <li>(Month/Day/Year)</li> <li>11/08/2010</li> </ol> |  |               |         | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)<br>X_ Director10% Owner |   |  |          |  |
|   |                                |                     |  |  |               |         | Officer (give below)  |   | ther (specify  |          |  |
|   |                                |                     |  | nendment, Date Original<br>onth/Day/Year)        |               |         |   | <ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul> |  |          |  |
| MCLEAN, V   | /A 22102                       |                     |  |  |               |         |   | Form filed by M<br>Person   | lore than One Re   | porting  |  |
| (City)  | (State)                        | (Zip)               | Table  | I - Non-De                                       | rivative Se   | ecuriti | es Acq  | uired, Disposed of  | , or Beneficial  | ly Owned |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction<br>(Month/Day/Y | ear) Executi<br>any |  | 3.<br>Transactio<br>Code<br>(Instr. 8)<br>Code V |               | sposed  | of  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)                      | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4)           |          |  |
| Restricted<br>Stock   | 11/08/2010                     |                     |  | A <u>(1)</u>                                     | 50,000<br>(1) | A       | <u>(1)</u>  | 50,000  | D  |          |  |
| Damindar: Danc  | ort on a concrete              | line for each a     | lass of soour  | itias banefia                                    | ially owne    | d dira  | tly or :  | ndirectly   |  |          |  |

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

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 control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5.<br>orNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | ate                | Secur | unt of<br>rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Owna<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|--|---|---------------------|--------------------|-------|--|---|--|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |   |  |

## **Reporting Owners**

| Reporting Owner Name / Address                                     |          | Relationships |         |       |  |  |  |  |
|--|----------|---------------|---------|-------|--|--|--|--|
|  | Director | 10% Owner     | Officer | Other |  |  |  |  |
| SUBIN NEIL S<br>7901 JONES BRANCH<br>SUITE 900<br>MCLEAN, VA 22102 | DRIVE    | Х             |         |       |  |  |  |  |
| Signatures   |          |               |         |       |  |  |  |  |
| Neil S. Subin  | 11/1(    | )/2010        |         |       |  |  |  |  |
| <u>**</u> Signature of<br>Reporting Person                         | Da       | ate           |         |       |  |  |  |  |

## **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).

Pursuant to the terms of the Issuer's Management Compensation Plan, shares of common stock underlying service-based restricted stock
(1) granted. Half of the award vests immediately, one quarter vests on December 31, 2011 and the final quarter vests on December 31, 2012, provided Mr. Subin is a Director of the Company on each such vesting date.

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.