PRIMUS TELECOMMUNICATIONS GROUP INC
Form 4
November 19, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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

(Print or Type Responses)

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)

2. Issuer Name **and** Ticker or Trading Symbol
PRIMUS TELECOMMUNICATIONS GROUP INC [PRTL]

3. Date of Earliest Transaction (Month/Day/Year)
06/28/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
See Explanation of Responses

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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, par value $0.01 per share (1) (2) (3)	06/28/2007		P		3,000,000	A	$ 0.915	18,720,008	I	See Explanation of Responses

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

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SEC 1474 (9-02)

number.

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 Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AMERICAN INTERNATIONAL GROUP INC 70 PINE STREET NEW YORK, NY 10270		X		See Explanation of Responses

Signatures

American International Group, Inc. Name: Kathleen E. Shannon Title: Senior Vice President and Secretary — 11/19/2007

**Signature of Reporting Person — Date

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).

(1) Purchases were made by The Variable Annuity Life Insurance Company ("VALIC"), a Texas corporation having its principal office at 2929 Allen Parkway, Houston, Texas 77019; AIG Annuity Insurance Company ("AIGAIC"), a Texas corporation having its principal office at 2929 Allen Parkway, Houston, Texas 77019; and SunAmerica Life Insurance Company ("SALIC"), an Arizona corporation having its principal office at 2929 Allen Parkway, Houston, Texas 77019. VALIC purchased 1,200,000 shares on June 28, 2007 at $ 0.915. AIGAIC purchased 1,200,000 shares on June 28, 2007 at $ 0.915. SALIC purchased 600,000 shares on June 28, 2007 at $ 0.915.

(2) As a result of the ability of certain investment advisory subsidiaries of American International Group, Inc. ("AIG") to direct the investment activities of certain entities that own shares of common stock of the issuer, AIG may be deemed to have a beneficial interest in more than 10% of the outstanding shares of the issuer.

(3) In connection with the trades reported above and previously reported on a separate statement of changes in Beneficial Ownership, AIG may be deemed to have incurred a "short-swing profit" in the amount of $ 5,571.75 with respect to transactions involving the portion of the shares in which it has a pecuniary interest. Such amount is calculated as specified by SEC rules on the basis of AIG's pecuniary interest in the subject shares. AIG disclaims beneficial ownership of shares involved in such transactions except to the extent of its pecuniary interest. Without admitting any such liability, the Reporting Person has transmitted funds to the issuer as payment of such

amount.

Remarks:

American General Life Insurance Company ("AGLIC"), a Texas corporation having its principal office at 2929 Allen Parkway

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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