

PRIMUS GUARANTY LTD
Form 4
January 31, 2008

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GIORDANO PAUL S

(Last) (First) (Middle)

C/O XLCA INC., 1221 AVENUE OF THE AMERICAS

(Street)

NEW YORK, NY 10020-1001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PRIMUS GUARANTY LTD [PRS]

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

01/29/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4)
Deferred Shares	01/29/2008		A	252	A \$ 12.3 (1) 252 (5)	D	
Deferred Shares	01/29/2008		A	1,154	A \$ 10.72 (2) 1,406 (5)	D	
Deferred Shares	01/29/2008		A	1,176	A \$ 10.52 (3) 2,582 (5)	D	
Deferred Shares	01/29/2008		A	1,766	A \$ 7.01 (4) 4,348 (5)	D	

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

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(9-02)

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
									9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
							Amount or Number of Shares		
							Title		
						Date Exercisable	Expiration Date		
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIORDANO PAUL S C/O XLCA INC. 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020-1001	X			

Signatures

/s/ Paul S. Giordano 01/29/2008

**Signature of Reporting Person Date

/s/ Howard Yaruss by power of attorney 01/29/2008

**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) Price reflects the closing price as of March 30, 2007 pursuant to compensation arrangement with directors.
 - (2) Price reflects the closing price as of June 29, 2007 pursuant to compensation arrangement with directors.
 - (3) Price reflects the closing price as of September 28, 2007 pursuant to compensation arrangement with directors.

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- (4) Price reflects the closing price as of December 31, 2007 pursuant to compensation arrangement with directors.
- (5) Excludes 14,901,482 Common Shares, par value \$.08 per share, directly owned by XL Insurance (Bermuda) Ltd, a subsidiary of XL Capital Ltd., as to which Mr. Giordano disclaims beneficial ownership.

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.