

PRIMUS GUARANTY LTD  
Form 4  
March 01, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
TRANSAMERICA LIFE  
INSURANCE CO

(Last) (First) (Middle)

C/O AEGON USA INVESTMENT  
MANAGEMENT LLC, 4333  
EDGEWOOD ROAD N.E.

(Street)

CEDAR RAPIDS, IA 52499-5335

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PRIMUS GUARANTY LTD [PRS]

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

03/01/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ 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)
			Code	V	Amount	(A) or (D)	Price
Deferred Shares	03/01/2011		A		2,976	A	\$ 4.2
					61,565		(1) (3)
Deferred Shares	03/01/2011		A		3,387	A	\$ 3.69
					64,952		(2) (3)

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

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SEC 1474  
(9-02)

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**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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				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
TRANSAMERICA LIFE INSURANCE CO C/O AEGON USA INVESTMENT MANAGEMENT LLC 4333 EDGEWOOD ROAD N.E. CEDAR RAPIDS, IA 52499-5335			X	

## Signatures

Monty Johnson, Assistant General Counsel of TransAmerica Life Insurance Company  
 Signature: \_\_\_\_\_ Date: 03/01/2011

## 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) Includes 2,967 deferred shares issued to an employee of the reporting person, Thomas Hartlage, as a non-employee director of Primus Guaranty, Ltd., on March 1, 2011, at the closing price as of March 31, 2010. In accordance with the reporting person's corporate policies or procedures, Mr. Hartlage ceded beneficial ownership of these 2,976 deferred shares awarded to him as director compensation to the reporting person. Such shares are fully vested in the hands of the reporting person.
  - (2) Includes 3,387 deferred shares issued to Mr. Hartlage, as a non-employee director of Primus Guaranty, Ltd., on March 1, 2011, at the closing price as of June 30, 2010. In accordance with the reporting person's corporate policies or procedures, Mr. Hartlage ceded beneficial ownership of these 3,387 deferred shares awarded to him as director compensation to the reporting person. Such shares are fully vested in the hands of the reporting person.
  - (3) The total number of deferred shares beneficially owned by the reporting person includes 58,589 deferred shares granted to Mr. Hartlage and of which Mr. Hartlage ceded beneficial ownership to the reporting person prior to the date of the awards reported herein. Such shares are fully vested in the hands of the reporting person. The total excludes 5,582,585 shares directly beneficially owned by the reporting person.

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.