

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 *
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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|---|--|-----------------------------------|
| | | | | Code | V Amount or Price | | | |
| Deferred Shares ⁽¹⁾ | 01/29/2008 | | A | 1,006 | A \$ 12.3 | 10,687 ⁽⁵⁾ | D | |
| Deferred Shares ⁽²⁾ | 01/29/2008 | | A | 1,154 | A \$ 10.72 | 11,841 ⁽⁵⁾ | D | |
| Deferred Shares ⁽³⁾ | 01/29/2008 | | A | 1,176 | A \$ 10.52 | 13,017 ⁽⁵⁾ | D | |
| Deferred Shares ⁽⁴⁾ | 01/29/2008 | | A | 1,766 | A \$ 7.01 | 14,783 ⁽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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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

/s/ R. Michael Slaven 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) Includes 1,006 Deferred Shares issued to Thomas Hartlage, as a non-employee director of Primus Guaranty, Ltd., under the Primus Guaranty, Ltd. 2004 Stock Incentive Plan on December 31, 2006 based on the market closing price of \$12.30 per common share on March 30, 2007. The Deferred Shares become payable upon completion of Mr. Hartlage's board service. Mr. Hartlage ceded beneficial ownership of such shares to Transamerica Life Insurance Company.

(2) Includes 1,154 Deferred Shares issued to Thomas Hartlage, as a non-employee director of Primus Guaranty, Ltd., under the Primus Guaranty, Ltd. 2004 Stock Incentive Plan on December 31, 2006 based on the market closing price of \$10.72 per common share on June 29, 2007. The Deferred Shares become payable upon completion of Mr. Hartlage's board service. Mr. Hartlage ceded beneficial ownership of such shares to Transamerica Life Insurance Company.

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(3) Includes 1,176 Deferred Shares issued to Thomas Hartlage, as a non-employee director of Primus Guaranty, Ltd., under the Primus Guaranty, Ltd. 2004 Stock Incentive Plan on December 31, 2006 based on the market closing price of \$10.52 per common share on September 28, 2007. The Deferred Shares become payable upon completion of Mr. Hartlage's board service. Mr. Hartlage ceded beneficial ownership of such shares to Transamerica Life Insurance Company.

(4) Includes 1,766 Deferred Shares issued to Thomas Hartlage, as a non-employee director of Primus Guaranty, Ltd., under the Primus Guaranty, Ltd. 2004 Stock Incentive Plan on December 31, 2006 based on the market closing price of \$7.01 per common share on December 31, 2007. The Deferred Shares become payable upon completion of Mr. Hartlage's board service. Mr. Hartlage ceded beneficial ownership of such shares to Transamerica Life Insurance Company.

(5) Excludes 5,582,585 Common Shares, par value \$.08 per share, directly beneficially owned by Transamerica Life Insurance Company.

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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