

Jasper Thomas W  
 Form 5  
 February 16, 2010

# FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Jasper Thomas W  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
 PRIMUS GUARANTY LTD [PRS]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Executive Officer

C/O PRIMUS ASSET MANAGEMENT, INC., 360 MADISON AVENUE, 23RD FLOOR  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 01/31/2009

NEW YORK, NY 10017  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting  
 (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)	(A) or (D)	Amount	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Shares, par value \$0.08 per share	02/12/2009		G	7,500	D	\$ 0	919,647	D		
Common Shares, par value \$0.08	03/12/2009		G	10,000	D	\$ 0	909,647	D		

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per share										
Common Shares, par value \$0.08 per share	05/19/2009	Â	G	15,000	D	\$ 0	894,647	D	Â	
Common Shares, par value \$0.08 per share	12/24/2009	Â	G	4,000	D	\$ 0	890,647	D	Â	
Common Shares, par value \$0.08 per share	12/28/2009	Â	G	8,125	D	\$ 0	882,522	D	Â	
Common Shares, par value \$0.08 per share	12/28/2009	Â	G	8,125	A	\$ 0	111,398	I		By Trust
Common Shares, par value \$0.08 per share	12/28/2009	Â	G	8,125	D	\$ 0	874,397	D	Â	
Common Shares, par value \$0.08 per share	12/28/2009	Â	G	8,125	A	\$ 0	119,523	I		By Trust

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.**

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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. of D Se Bo O Er Is Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

