

Hartlage Thomas
Form 4
November 10, 2005

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 *
Hartlage Thomas

(Last) (First) (Middle)

C/O AEGON STRUCTURED PRODUCTS, 400 WEST MARKET STREET

(Street)

LOUISVILLE, KY 40202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PRIMUS GUARANTY LTD [PRS]

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

11/09/2005

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 | (A) or (D) | Price |
| Deferred Shares | 11/09/2005 | | A | | 259 | A | \$ 14.48 ⁽¹⁾ 0 ⁽²⁾ |
| Deferred Shares | 11/09/2005 | | A | | 345 | A | \$ 10.88 ⁽³⁾ 0 ⁽⁴⁾ |
| Deferred Shares | 11/09/2005 | | A | | 2,887 | A | \$ 10.39 ⁽⁵⁾ 0 ⁽⁶⁾ |

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 Following 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 |
| Hartlage Thomas C/O AEGON STRUCTURED PRODUCTS 400 WEST MARKET STREET LOUISVILLE, KY 40202 | | X | | |

Signatures

Thomas Hartlage 11/09/2005
**Signature of Reporting Person Date

Zachary Snow by power of attorney 11/09/2005
**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 close of market price as of June 30, 2005 pursuant to compensation arrangements with directors.
- (2) The Reporting Person has advised us that, consistent with his employers corporate practice, he will cede beneficial ownership to Transamerica Life Insurance Company. The Deferred Shares become payable upon completion of the Reporting Persons board service.
- (3) Price reflects the close of market price as of September 30, 2005 pursuant to compensation arrangements with directors.
- (4)

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The Reporting Person has advised us that, consistent with his employers corporate practice, he will cede beneficial ownership to Transamerica Life Insurance Company. The Deferred Shares become payable upon completion of the Reporting Persons board service.

(5) Price reflects the close of market price as of October 5, 2005 pursuant to compensation arrangements with directors.

(6) The Reporting Person has advised us that, consistent with his employers corporate practice, he will cede beneficial ownership to Transamerica Life Insurance Company. The Deferred Shares become payable upon completion of the Reporting Persons board service.

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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