

McLendon Charles
Form 3
May 12, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

INITIAL STATEMENT OF 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 *

Â McLendon Charles
(Last) (First) (Middle)

C/O PRIMUS ASSET
MANAGEMENT, INC.

(Street)

360 MADISON AVENUE,
23RD FLOOR,Â NYÂ 10017

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
05/03/2006

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
President- Primus Asset Mgmt.

6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Edgar Filing: McLendon Charles - Form 3

(Instr. 5)

Options to Purchase Common Shares	02/02/2006	03/07/2013	Common Shares, par value \$.08 per share	23,750	\$ 12.45	D	Â
Options to Purchase Common Shares	02/02/2007	03/07/2013	Common Shares, par value \$.08 per share	23,750	\$ 12.45	D	Â
Options to Purchase Common Shares	02/02/2008	03/07/2013	Common Shares, par value \$.08 per share	23,750	\$ 12.45	D	Â
Options to Purchase Common Shares	02/02/2009	03/07/2013	Common Shares, par value \$.08 per share	23,750	\$ 12.45	D	Â
Restricted Share Units	03/07/2007	Â ⁽¹⁾	Common Shares, par value \$.08 per share	23,333 ⁽²⁾ ₍₃₎	\$ ⁽¹⁾	D	Â
Restricted Share Units	03/07/2008	Â ⁽¹⁾	Common Shares, par value \$.08 per share	23,333 ⁽²⁾ ₍₃₎	\$ ⁽¹⁾	D	Â
Restricted Share Units	03/07/2009	Â ⁽¹⁾	Common Shares, par value \$.08 per	23,333 ⁽²⁾ ₍₃₎	\$ ⁽¹⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McLendon Charles C/O PRIMUS ASSET MANAGEMENT, INC. 360 MADISON AVENUE, 23RD FLOOR,Â NYÂ 10017	Â	Â	Â President- Primus Asset Mgmt.	Â

Signatures

Charles
McLendon

05/12/2006

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Not applicable.
- (2) These restricted share units were granted on March 7, 2006 and will vest as to one-third of the shares on each of the first three anniversaries of the grant date.
- (3) Upon their vesting, restricted share units convert to the right to receive common shares.

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.