

FRONTIER COMMUNICATIONS CORP

Reported by
FRAIOLI EDWARD

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/04/17 for the Period Ending 12/30/16

Address	401 MERRITT 7 NORWALK, CT 06851
Telephone	2036145600
CIK	0000020520
Symbol	FTR
SIC Code	4813 - Telephone Communications, Except Radiotelephone
Industry	Integrated Telecommunications Services
Sector	Telecommunication Services
Fiscal Year	12/31

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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Fraioli Edward (Last) (First) (Middle) 401 MERRITT SEVEN (Street) NORWALK, CT 06851 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol FRONTIER COMMUNICATIONS CORP [FTR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/30/2016</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units	(1)	12/30/2016		A	(2)	5182.53		(1)	(1)	Common Stock	5182.53	\$3.38	172010.71	D	
Phantom Stock Units	(1)	12/30/2016		A	(3)	1849.11		(1)	(1)	Common Stock	1849.11	\$3.38	173859.82	D	
Phantom Stock Units	(1)	1/3/2017		A	(4)	8379.89		(1)	(1)	Common Stock	8379.89	\$3.58	182239.71	D	

Explanation of Responses:

- () Phantom stock units convert one-for-one into shares of common stock or cash equivalent, at the election of the Reporting Person, upon the Reporting Person's 1) termination of service as a director of the Company.
- () Acquired pursuant to a dividend reinvestment feature of the Non-Employee Directors' Equity Incentive Plan.
- () Pursuant to Reporting Person's election to receive stipends in phantom stock units.
- () Quarterly payment of portion of annual retainer paid in the form of phantom stock units.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fraioli Edward 401 MERRITT SEVEN NORWALK, CT 06851	X			

Signatures

/s/ Mark D. Nielsen, under Power of Attorney

1/4/2017

—Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.