

# FRONTIER COMMUNICATIONS CORP

Reported by  
**SCHROTT HOWARD L**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

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

|             |  |
|-------------|--|
| Address     | 401 MERRITT 7<br>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

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

**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 Derivate 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 |  | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Phantom Stock Units                      | (1)  | 12/30/2016     |                                   | A (2)                     |   | 7554.66  | (1)                                     | (1)             | Common Stock  | 7554.66                    | \$3.38                                     | 250742.66  | D  |  |
| Phantom Stock Units                      | (1)  | 1/3/2017       |                                   | A (3)                     |   | 8379.89  | (1)                                     | (1)             | Common Stock  | 8379.89                    | \$3.58                                     | 259122.55  | 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 termination of service as a director of the Company.
- ( ) Acquired pursuant to a dividend reinvestment feature of the Non-Employee Directors' Equity Incentive Plan.
- ( ) 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 |
| SCHROTT HOWARD L<br>401 MERRITT SEVEN<br>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.

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