

FRONTIER COMMUNICATIONS CORP

Reported by
SCHROTT HOWARD L

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/03/18 for the Period Ending 12/29/17

| | |
|-------------|---|
| Address | 401 MERRITT 7 NORWALK, CT, 06851 |
| Telephone | 2036145600 |
| CIK | 0000020520 |
| Symbol | FTR |
| SIC Code | 4813 - Telephone Communications (No 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
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] 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 * SCHROTT HOWARD L (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 <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/29/2017</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 | | | | |
| Phantom Stock Units | (1) | 12/29/2017 | | A | (2) | 2219.71 | (1) | (1) | Common Stock | 2219.71 | \$0 | 27228.49 | D | |
| Phantom Stock Units | (1) | 1/2/2018 | | A | (3) | 4126.55 | (1) | (1) | Common Stock | 4126.55 | \$0 | 31355.04 | D | |

Explanation of Responses:

- (1) 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.
- (2) Acquired pursuant to a dividend reinvestment feature of the phantom stock units granted pursuant to the 2017 Equity Incentive Plan.
- (3) 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 401 MERRITT SEVEN NORWALK, CT 06851 | X | | | |

Signatures

/s/ Mark D. Nielsen, under Power of Attorney 1/3/2018
**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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