

FRONTIER COMMUNICATIONS CORP  
 Form 4  
 May 25, 2016

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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, 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 \*  
 SHAPIRO MARK S

2. Issuer Name and Ticker or Trading Symbol  
 FRONTIER COMMUNICATIONS CORP [FTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/24/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)

401 MERRITT SEVEN

(Street)

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

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

NORWALK, CT 06851

(City) (State) (Zip)

**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)
				(A) or (D)	Price		
				Code	V	Amount	

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Mandatory Convertible Preferred Stock	(1)	05/24/2016	P	3,000			(1)		06/29/2018(1)		Common Stock	58,93 (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAPIRO MARK S 401 MERRITT SEVEN NORWALK, CT 06851		X		

## Signatures

/s/ Mark D. Nielsen, under Power of Attorney  
Date: 05/25/2016

\*\*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).

The conversion price of the Series A Mandatory Convertible Preferred Stock (the "Series A Preferred Stock") on the mandatory conversion date (June 29, 2018) is dependent upon the average market value of the Common Stock for a period of time prior to the mandatory conversion date as set forth in the Certificate of Designations of 11.125% Mandatory Convertible Preferred Stock, Series A,

(1) included as Exhibit 3.1 to the Issuer's Current Report on Form 8-K filed with the SEC on June 10, 2015 (the "Certificate of Designations"). The Series A Preferred Stock automatically converts into Common Stock on June 29, 2018, but holders may elect to convert shares of Series A Preferred Stock into Common Stock at any time prior to such date at a conversion price of 17.0213 shares of Common Stock per share of Series A Preferred Stock.

See note (1). If the average market value of the Common Stock during the period of time indicated in note (1) prior to the mandatory conversion date were \$5.09 per share (the closing price on May 24, 2016), each share of Series A Preferred Stock would convert into 19.646 shares of Common Stock on the mandatory conversion date.

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.